

Volume IV

TRANSCRIPT OF RECORD

SUPREME COURT OF THE UNITED STATES

OCTOBER TERM, 1963

No. 367

UNITED STATES, APPELLANT,

vs.

CONTINENTAL CAN COMPANY, ET AL.

**APPEAL FROM THE UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

FILED AUGUST 13, 1963

JURISDICTION NOTED OCTOBER 28, 1963

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Telephone COMmonwealth 6-2332

E. P. Williams
441 Stuart Street
Boston 16, Mass.

Representing
Hazel-Atlas Glass Company
Glass Ware
Metal Closures

June 2, 1953.

Burnham & Morrill Company
Main Canned Foods

Mr. J. C. Neuhart
Wheeling

Dear Sir:

Mr. B. Thomas Giesey and the writer were in Portland last week calling on Burnham & Morrill and Maine Canned Foods. As you know, Bert has already made a deal with Maine Canned Foods for twenty-five cars of small size bean pots, and approval of the model should come through today or tomorrow.

One thing we learned, however, that may be of interest to you. Mr. Thayer, of Burnham & Morrill told us that Anchor-Hocking and Armstrong Glass did not raise their prices 7¾% April 1st. Burnham & Morrill advised Anchor-Hocking and Armstrong that if the full increase in price was put into effect that it would cut down on the use of glass as it would be too far out of line with the cost of their tin package. As a result, Anchor-Hocking and Armstrong gave them an increase in price that amounted to approximately 2% or around 8¢ per gross. We haven't any of this business at the present time, but I haven't any doubt but what Bert is going to get some in the near future. You will undoubtedly want to meet these prices, and we can get the exact price at any time, but the fact remains that Maine Canned Foods also knows that Burnham & Morrill did not receive the full increase of 7¾%, and this will undoubtedly cause complications.

We have promised Maine Canned Foods that we will

start shipping glass to them in August providing they gave us approval of the new model this week.

This will probably not affect us until that time, but we are splitting this business with Owens-Illinois, and somewhere along the line, an adjustment in price will undoubtedly have to be made. No doubt, Maine Canned Foods will [fol. 1285] take this up with Owens-Illinois before we start shipping them in August, and we can be guided by what they do.

Very truly yours, E. P. Williams.

EPW:amw

[fol. 1286] GOVERNMENT'S EXHIBIT 775

Philadelphia, Pa.

April 5, 1954.

Mr. J. S. Algeo

Subject: Second Quarter Prospects

With reference to your letter of April 1st.

We have found considerable resentment in some quarters over the recent price advance.

One of our fountain topping accounts was particularly incensed and said that any business that could be swung over to tin would be fully explored, and if possible the change would be made. This manufacturer packs marshmallow, chocolate syrup, walnuts in syrup, cherries and pineapple.

Another packer, a pickle concern, although they anticipated the increase with a half dozen truckloads, advised that the increase in the glass price is making their profit margin very slim. This will force them to go to sources who will give a concession in price, people who are getting into the wide mouth business, such as Gaynor, and other suppliers, who in the past have given special figures on volume orders, people such as Knox and Lummus.

A third concern, which packs a seafood in a private mold item, is distressed because the retail ceiling for the item cannot be increased without a corresponding loss in sales. It is a specialty item which can be eliminated from a family budget if the price gets too high. In this case, the packer feels that it is impossible to pass the increase along to the

consumer, and in view of the fact that their profit margin is not great now, they have told us that they may be forced to look for substitute material for their product.

The jobbing trade which we cover, that is bottle and jar jobbers, are not concerned because such increases are automatically passed along to their trade.

As regards the outlook, we have been unable to get any great amount of information as to what packers feel will happen in the coming months. There are so many cross currents in business that most of them are afraid to make any predictions. On the one hand commodities are going up and unemployment is increasing, so the people we have talked to are confused.

[fol. 1287] In Philadelphia there is considerable unemployment, particularly in the heavy industries, and what comments we have been able to develop have brought out this fact, with the feeling that it will affect specialty items, such as pickles, olives, mayonnaise, etc. adversely, as those people who are unemployed feel the increasing pinch of their lack of income.

We cover a considerable number of bar and restaurant jobbing houses. These people have been seriously concerned with business falling off for several months, particularly the bar supply houses. The taprooms in Philadelphia are not doing the business they did last year. This again goes back to the increased unemployment. There have been many attempts to compensate for higher costs in this line by decreasing the capacity of the tumblers used for wine, beer and liquor, but these capacities have now reached such small sizes, that is $\frac{1}{2}$ oz. for whiskey, 3 oz. for wine and $4\frac{1}{2}$ oz. and 5 oz. for beer, that this practice cannot be continued much longer.

One field which shows signs of increased activity, and this usually has happened when business in general is off, is the premium business. We have had a slight, but definite, increase in interest, as well as sale of promotional items, such as Moderntone Sets and other tableware. This has come from department and appliance stores.

The one comment that we can pass on to you is that in this area the people we have contacted are uncertain as to what to expect during the balance of the year.

Yours truly, F. C. Menair.

FCMb

[fol. 1288] . GOVERNMENT'S EXHIBIT 776 .

Philadelphia, Pa.

May 5, 1954.

Mr. J. S. Algeo;—

For what it may concern you, I talked to a lawyer to-day whose firm represented a group of merchants in the food packing line that had grouped together as an association to try to get to the bottom of the recent price advance made by most of the glass companies. This was thoroughly discussed with quite a large clientele of Hazel-Atlas and all were in the food industry. They did not tell me where the meeting was held.

He would not tell me what group they did represent, but at this meeting they came to the conclusion amongst themselves that the increase in prices was not warranted at this time. It seems they checked very carefully all the statements of the larger companies, and while I am not commenting on their findings because I do not think they are accurate, their conclusion was they had been taken advantage of and that they were all working along a certain line to try to get some of the glass companies to rescind this advance or turn to some other kind of packaging.

Do not ask me anymore than this; I cannot divulge who told me, nor who the group was.

I know you are going to censure me for this, but I have been put on my strict word not to tell.

I was told further I could write this letter which I am putting above.

Yours very truly, Robert B. Reinhart.

RBR: few

[fol. 1289]

GOVERNMENT'S EXHIBIT 781

Wheeling

January 29, 1954.

All Agents,

It was suggested that I send to each of our agencies the remarks which I made at the Cannery Convention at Atlantic City. This letter was intended to give a short summary of some of the important matters that have taken place in the last year. I hope it may be of some value to you.

Yours truly, J. S. Algeo, Vice Pres. & General Sales
Manager:

JSA/ec

[fol. 1290] Cannery Convention—January 25, 1954

A year ago most of the remarks I made to you had to do with handicaps under which we were suffering, and some of the steps that we had in mind toward overcoming those handicaps. I told you we intended building a plant in the Chicago area and another in the New York area and that we expected at that time to have the Chicago plant in operation in 1954. Unfortunately, the building of the Chicago, or Plainfield plant has been deferred due to the fact that the estimated cost was far far greater than we had in mind, and we thought we had a pretty fair idea as to what a plant would cost. The idea of building the Plainfield plant has not been abandoned—it will be built and we are beginning to figure again. In the meantime, we had an opportunity of making a deal for the Gas City plant of the Knox Glass Bottle Company. We took an option on the plant but for several reasons this deal has fallen through. Even had we purchased the Gas City plant, we would not have abandoned the idea of building at Plainfield later on.

In the past year, as a preliminary to expanding our operations in New York and Chicago, we have rented warehouses at Kearny in the vicinity of New York, at Chester in the vicinity of Philadelphia, and at Rockdale in the vicinity of Chicago. These warehouses have largely served the purpose for which they were intended and, we believe, have

enabled us to retain some business which we otherwise would have lost, and to have picked up some new accounts. These warehouses, however, are stop-gaps and will undoubtedly be abandoned when plants are built in those areas. We have no specific plans for further expansion at the moment except at Plainfield. We have, however, built a new warehouse at Montgomery, a new warehouse at Clarksburg, and expect to soon build another warehouse at Oakland. Our long term plans for expansion of productive facilities have not been abandoned.

We have added to our decorating facilities at Clarksburg and are now in position to decorate as much ware as our capacity for making blanks. There is no need for further expansion of these decorating facilities unless there is a corresponding increase in our capacity for producing. This means that we are now in position to give excellent service on decorated ware at Clarksburg. If any delays are encountered, they probably will be due to lack of blanks rather than lack of ability to decorate. The quality of our decorations at Clarksburg is unsurpassed. We can take care of more business than we now have.

Last year I spoke of our handicap in not having business in certain fields—for instance, in the carbonated beverage field and in the amber field. Last year we wrote you that we would take on some carbonated beverage bottle business, not in a big way but sufficiently to enable us to get our feet wet, so to speak. We have some little progress. The bottles we have furnished have been very satisfactory so we no longer have fear that we may not make good in that field. We want you to solicit this business-but on a selective basis. One of our great handicaps is the fact that most returnable beverage bottles are decorated and we don't have decorating facilities at the plants which would make the bottles. On the other hand, the usage of one trip beverage bottles is increasing rapidly. These bottles are not decorated. Therefore, we are not under any handicap so far as decorating is concerned.

I spoke of our handicap with reference to amber business. For years we have been operating one amber tank continuously and the second tank spasmodically. We have been trying hard during the past year to build up sufficient volume to justify two tank operation. We have made pro-

gress but we don't have sufficient business as yet. Before last year we had not been in position to make amber jars. We are trying to develop enough jar business to keep one machine in operation and again we have made progress, but not enough. We want amber jar business.

[fol. 1291] At last year's meeting the matter of quality was discussed and I told you we would make progress. I doubt whether the record would show that progress has been made, but actually we have made progress and I feel confident that the results this year will clearly show the improvement. Last year we had entirely too many avoidable complaints. I am sure a lot of these will be eliminated. On the whole, we make a good quality of merchandise but most of our troubles should never have occurred. I am sure that the steps we have taken and are taking will bring about a correction.

Last year I emphasized the fact that our real trouble was due to the fact that prices on the whole were too low in relationship to costs. We advanced prices April last year by about $7\frac{1}{2}$ percent and I think I told you that that advance would not be sufficient to offset the cost increases which had already taken place and those which we could definitely foresee. This prediction turned out to be true. While our sales last year increased approximately twelve percent, our profit increased only moderately. In other words, our percent of profit on sales was less than it was in 1952. This price situation still confronts us: Costs continue to rise all last year. Labor rates in certain divisions increased in September; fuel increased. Our labor negotiations covering most of our employees begin the middle of February. It is a foregone conclusion that a substantial increase will have to be made. It isn't a question of whether or not to grant an increase, but rather a question of keeping the increase down to the minimum. Our price advance last April didn't quite cover cost increases which had taken place since that time. Since then many substantial increases have taken place and we are faced with a real big increase which will become effective about April first. All this means that we have got to have further price advances. We must increase our prices April first. How much we can get we don't know of course, but we must get a fair advance. We don't believe you should go out and

voluntarily publicize the fact that we expect to make increases April first, but most certainly if the customer asks you about the possibility of an advance, you should give him the facts and not be hesitant in doing so. There are only two ways to recover cost increases—one is by higher prices and the other is by increased efficiency. Our efficiency is constantly increasing but for years our costs have increased faster than our ability to increase efficiency. It is up to all of us to do his utmost to get the increase when and if it is announced.

It is pretty risky to prophecy as to the future course of business. We are moderately optimistic as to prospects for this year. We see nothing on the horizon which would bring about a pronounced recession. We are fairly well pleased with incoming business so far this year and we see no reason why this year should not be approximately as good as in 1953.

JSA.

GOVERNMENT'S EXHIBIT 785

Question 10

Acquisitions by Continental Can Company, Inc.

Vendor	Date Acquired	Form of Acquisition	1942-1956	Consideration	Information Furnished to the Government
			Product Line		
*Square Star Can Company St. Louis, Mo.	8/ 1/42	assets	composite containers (paper cans with metal ends)	cash: \$62,072.17	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Gardner-Richardson Company Middletown, Ohio	8/27/42	assets	composite containers (paper cans with metal ends)	cash: \$158,500.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Boothby Fibre Can Company Boston, Mass.	11/ 8/42	assets	paper containers	cash: \$170,770.50	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
The Container Company Van Wert, Ohio	12/20/42	stock	☉ fibre drums	cash: \$1,762,700.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Fonda Container Company Utica, N. Y.	12/21/42	assets	paper containers	cash: \$39,449.86	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.

* In late 1951 Continental's Paper Division discontinued production of composite containers.

[fol. 1293]

Vendor	Date Acquired	Form of Acquisition	Product Line	Consideration	Information Furnished to the Government
Val Vita Food Products Co. Fullerton, Cal.	2/23/43	assets	metal cans	cash: \$1,418,862.18	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Standard Containers, Inc. Rockaway, N. J.	3/17/43	assets	fibre drums	cash: \$202,922.59	
* Marco Chemicals, Inc. Sewaren, N. J.	7/14/43	minority stock interest	synthetic resins, plastics	cash: \$130,000.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Bond Manufacturing Corporation, Inc. Wilmington, Del.	1/5/44	stock	crown caps and cork products	cash: \$4,500,000.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Keystone Drum Company Charleroi, Pa.	5/26/44	stock	fibre drums	cash: \$225,000.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
** Reynolds Molded Plastics Division of Reynolds Spring Company Cambridge, Ohio	5/15/44	assets	molded plastics	cash: \$972,920.85	
Cameron Can Machinery Corporation Chicago, Ill.	7/7/44	stock	can making and other machinery and equipment	cash: \$4,000,000.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.

* Interest sold in 1952.

** Molded plastics line discontinued in 1952, and "conolite", which had been added to operations, was continued. Plant was sold when operation was moved to Milwaukee.

[fol. 1204]

Vendor	Date Acquired	Form of Acquisition	Product Line	Consideration	Information Furnished to the Government
Standwood Fibre Tube & Paper Corporation North Bergen, N. J.	5/ 1/44	assets	composite containers	cash: \$60,763.66	
Mono-Service Company Newark, N. J.	9/30/44	stock; then assets on liquidation	paper cups and containers	7,334 shares of Mono-Service Co. stock at \$300.00 per share and \$799,800.00 in cash. Total value paid: \$3,000,000.00	Reported in detail, as requested, to F.T.C. in letter dated April 22, 1946.
Owens-Illinois Can Co. Chicago, Ill.	10/31/44	assets	metal cans, steel pails, decorated kitchenware, specialty containers	cash: \$7,500,000.00	(a) On information furnished the Department of Justice, Mr. Tom Clark, Assistant-Attorney General, granted clearance in letter dated August 28, 1943 (b) Reported in detail, as requested, to the F.T.C. in letter dated April 22, 1946.
* Gould Paper Company Lyons Falls, N. Y.	9/ 5/45	stock	paper specialties, high grade white papers and newsprint	cash: \$2,880,000.00	
Bamberger-Kraus Company and Estate of B. F. Kraus Pittsburgh, Pa.	10/ 1/45	stock	crown caps	cash: \$500,000.00	

*Continental sold Gould Paper Company on June 21, 1951 to R. W. Luethi.

[fol. 1205]

Vendor	Date Acquired	Form of Acquisition	Product Line	Consideration	Information Furnished to the Government
Fibre Can Machinery Corporation Rutland, Vt.	12/20/45	assets	composite can manufacturing equipment	cash: \$425,000.00	<p>On information furnished the Department of Justice Mr. Victor H. Kramer, of the Attorney General's office, granted telephonic clearance on January 30, 1947 to S. W. O'Brien of Willkie Owen Otis Farr and Gallagher.</p> <p>Letter dated June 13, 1952: H. B. Farr to J. E. Sheehy of F.T.C. setting forth detailed grounds for request that Continental not be compelled to prepare answers to antimonopoly questionnaire.</p> <p>On information furnished the Department of Justice, Mr. Newell A. Clapp, Acting Assistant Attorney General, granted clearance in letter dated November 24, 1952 to Mr. A. Trumbull of Willkie Owen Farr Gallagher & Walton: Previously Judge George B. Harris, United States District Judge, had signed a stipulation and order on November 21, 1952 clearing the acquisition under the consent decree of 1950 against Continental.</p>
* Filer Fibre Company Filer City, Mich.	1/28/46	stock	sulphate paper	cash: \$1,332,650.00	
Hummel-Ross Fibre Corporation Hopewell, Va.	3/20/47	assets	paperboard and specialties	293,780 shares CCC Common Stock at total valuation of \$10,576,080.00	
Dixon Manufacturing Company, Inc. Coffeyville, Kan.	7/27/51	stock	aircraft parts	cash: \$1,500,000.00	
Benjamin C. Betner Company Devon, Pa.	1/30/53	assets	paper and laminated bags	73,177 shares of CCC Common Stock at total valuation of \$3,748,125.94	

[fol. 1206]

* Continental sold the assets of Filer Fibre Company on July 31, 1947 to the American Pulp and Paper Company.

Vendor	Date Acquired	Form of Acquisition	Product Line	Consideration	Information Furnished to the Government
Bowes Industries, Inc. Three Rivers, Mich.	6/23/53	stock	plastic coated paper plates. (Napkins, plastic knives, forks, spoons and cups purchased from outside suppliers for purpose of resale)	15,000 shares of CCC Common Stock at total valuation of \$776,250.00	By letter dated April 18, 1954, furnished information previously requested by Department of Justice.
Flexible Packaging Division of Shellmar Products Corporation Mt. Vernon, Ohio	6/ 1/53	assets	cellophane sheets, rolls and bags; unsupported polyethylene rolls and bags; miscellaneous laminations	cash: \$1,079,961.50	By letter dated April 18, 1954, furnished information previously requested by Department of Justice.
Elmer E. Mills Corporation Chicago, Ill. [fol. 1297]	8/ 1/53	stock	injection molding, pipe, tubing and fittings, and plastic bottles	cash: \$1,500,000.00	By letter dated April 18, 1954, furnished information previously requested by Department of Justice.
Western Products, Inc. Newark, Ohio	1/27/54	assets	polyethylene materials (extruding)	cash: \$370,000.00	
American Paper Goods Company of N. J. Kensington, Conn.	11/ 1/54	assets	paper cups, special envelopes, and bags	37,002 shares of CCC Common Stock at total valuation of \$2,775,150.00	

Vendor	Date Acquired	Form of Acquisition	Product Line	Consideration	Information Furnished to the Government
Wallace Container Company Santa Ana, Cal.	10/ 1/54	stock	vynite collapsible tubing	cash: \$300,000.00	
Tenco, Inc. Winona, Minn.	12/10/54	assets	plastic pipe fittings	cash: \$278,793.00	
Vaporized Metal Coatings, Inc. Roosevelt, N. J.	5/14/55	assets	high-speed coating of metals on cellophane, pliofilm, etc.	cash: \$500,000.00	
White Cap Company Chicago, Ill.	1/ 4/56	stock	vacuum type metal closures for bottles and jars	210,000 shares of CCC Common Stock at total valuation of \$14,096,250.00	

Note: Pursuant to a joint venture in the manufacture of aluminum foil containers, Continental acquired on June 29, 1956 50% of the capital stock of Cochran Continental Container Corporation, a newly-formed Delaware Corporation, for \$1,000,020 in cash. It had previously been agreed that Cochran Continental Container Corporation would acquire a rigid aluminum foil container plant from Cochran Foil Company of Louisville, Kentucky. Cochran Foil Company owns the other 50% of the capital stock of Cochran Continental Container Corporation.

[fol. 1298]

GOVERNMENT'S EXHIBIT 786

Willkie Owen Otis Farr & Gallagher
15 Broad Street
New York

February 20, 1946.

William H. England, Esq.
Director, Division of Accounts,
Statistics & Economic Investigations,
Federal Trade Commission,
Washington, D. C.

Re: Continental Can Company, Inc.

Dear Mr. England:

Continental Can Company, our client, has referred to me your letter of February 11, requesting that it furnish information as to the acquisition of stock or assets of a number of companies over the past years. The Company has every desire to cooperate with the Commission in furnishing so much of the information as is available, but at the outset we should advise you that it will be totally impossible to furnish this information by the end of February, as you request at the end of the letter. Incidentally, your letter, although dated February 11, was not posted until February 18, and received by the Company on the 19th. You will appreciate that the information requested will require exhaustive research through old records, many of which are, if available at all, in dead storage, and that it would be an impossible task to complete the survey even at top speed, in our opinion, in less than three or four months.

I will be glad to confer with you on some reasonable program of supplying the information, but if it is needed by you only if furnished by the end of the month, we cannot [fol. 1299] possibly supply it within that time.

Will you let me hear from you on this subject.

Very truly yours, H. Bartow Farr

HBF:MMC

Q [fol. 1300] Continental Can Company, Inc.
100 East 42nd Street
New York 17, N. Y.

To the Federal Trade Commission, April 22, 1946.
Washington, D. C.

Attention of William A. England, Esq., Director of Division
of Accounts; Statistics and Economic Investigations.

Dear Sirs:

Continental Can Company, Inc. (hereinafter referred to as "Continental") herewith furnishes the information requested by the Commission in its letter of February 11, 1946. In connection with this study, the company was requested as to each acquisition to give a "statement of the circumstances or situation that led up to the acquisition."

In this reply, the company has condensed this statement to set forth the primary factors. However, it should be mentioned that as to all the acquisitions there was the following background, which has not been repeated throughout the answer, but which is nevertheless present in each case to a greater or lesser degree:

At the time that Continental was organized, the American Can Company was well established in the industry as the dominant can-making company. The growth of Continental through natural expansion and through the acquisition of the companies referred to in the questionnaire had the purpose and effect of building up competition in the industry through the strengthening of Continental, which is now the second largest manufacturer of cans in the country.

[fol. 1301] In only a few cases, and then to a minor extent as pointed out hereafter, was there any competition between Continental and the company so acquired. In such instances competition in the industry was never lessened by such acquisition, but was vigorously continued and expanded under the efficient management of Continental. It was recognized in the Federal Courts in the early days that the American Can's domination threatened to create a monopoly. See *U. S. v. American Can*, 230 Fed. 859; 231 Fed. 1019; appeal dismissed 256 U. S. 706.

That this situation no longer exists is in great measure due to the important competitive position that Continental has built up in the industry, primarily through the acquisitions hereafter referred to, as has been frequently recognized by the Department of Justice.

It should also be emphasized that as the company's business expanded these additional acquisitions were necessary to meet the competition of others in servicing the national accounts that had thus been acquired.

With this basic explanation, we now furnish below the information requested by the Commission, in so far as it is available.

Organization

Continental is a New York corporation chartered January 17, 1913. It was organized to acquire all the interests of (a) the Continental Can Company, a New Jersey corporation, (b) the Export and Domestic Can Company, a New York corporation, and (c) the Standard Tin Plate Company, a Pennsylvania corporation. These properties [fol. 1302] were acquired on January 24, 1913.

The Continental Can Company (of New Jersey) and the Export and Domestic Can Company had been established in 1904 and 1905, respectively. The companies operated plants at New York City, Syracuse, Baltimore, Canonsburg, Pennsylvania and Chicago. The terms of the acquisition were that Continental Can Company of New Jersey sold to Continental of New York all its property, rights and franchises for \$3,341,747.87 of 7% preferred stock, \$7,129,062.10 of common stock and \$172,164.28 in cash. Export and Domestic Can Company sold to Continental of New York all its property, rights and franchises for \$408,252.13 of 7% preferred stock, \$870,937.90 of common stock and \$21,081.34 in cash. The capital stock of the Standard Tin Plate Company was owned by Continental Can Company of New Jersey and was included in the assets purchased from it.

Continental initially had its principal office and kept its records in Syracuse, New York. Because of a flood in the Company's offices there in the winter of 1919-20 many of the old records of the company were destroyed. Among these were the balance sheets of the above mentioned enterprises at the date of acquisition, and their income state-

ments for the three full years of operation preceding the dates of acquisition. Accordingly they cannot be located. However, there is annexed hereto as Exhibit 1, a consolidated balance sheet showing the position of Continental as of December 2, 1912 after the issuance of its capital stock and the acquisition of the assets and liabilities of the Continental Can Company of New Jersey, the Export and Domestic Can Company of New York and the Stand-[fol. 1303] ard Tin Plate Company of Canonsburg, Pennsylvania, together with a brief description of the operations of these companies, contained in circular dated January 28, 1913.

Apparently the only container manufacturing enterprise acquired thereafter by Continental prior to 1928 was the National Can Company, on August 20, 1923. This company was located at Detroit, Michigan, and was engaged there in the manufacture of metal containers. Terms of the acquisition were that the land, buildings, machinery and equipment were purchased for \$350,000 and the inventory purchased for \$112,248.17. A balance sheet and income statements of this enterprise are no longer available.

Information requested by the last paragraph of page 1, and the first two paragraphs of page 2 of the Commission's letter is now set forth in the same numerical order as appears therein.

No. 1

Los Angeles Can Company

On December 5, 1926 Continental purchased machinery, equipment and inventories of this Company for \$585,000 in cash. The company's only plant was located at Los Angeles, California, and it was engaged in the manufacture of metal containers.

The property of the Los Angeles Can Company was acquired from John Pike Company, who acted as brokers, by the Los Angeles Can Corporation, organized by Continental to operate this plant. The Los Angeles Can Corporation continued as a subsidiary of Continental until October 1, 1930, on which date its personal property was transferred to Continental Can Company, Inc. of California. Because the property of Los Angeles Can Company was

[fol. 1304] acquired from a broker, the balance sheet and income statements are not available.

This property was acquired in order that Continental might enter competition on the Pacific Coast with the American Can Company which was already established there.

No. 2

Seattle Can Company

On January 5, 1927 Continental purchased the capital stock of Seattle Can Company for 3,411 shares of common stock of Continental and \$1,586. in cash. The company was a manufacturer of metal containers, located at Seattle, Washington. A balance sheet as of November 30, 1926 is annexed hereto as Exhibit 2. Income statements of the acquired company as of December 31, 1926 and as of December 31, 1925 are annexed hereto as Exhibit 2A. The income statement for December 31, 1924 is not available. The property was operated as Continental Can Company of Washington until this subsidiary was merged with Continental on August 31, 1932. The company was acquired for the same reason as the Los Angeles Can Company.

No. 3

G. N. Easton Can Company

On January 12, 1927 Continental acquired 1,395 shares of the capital stock of G. N. Easton Can Company for 4,185 shares of Continental common stock. The company, located in San Jose, California, was a manufacturer of metal containers. A balance sheet as of December 31, 1926 is annexed hereto as Exhibit 3. The only available income statement as of December 31, 1926 is annexed hereto as Exhibit 3A.

[fol. 1305] The property was operated as a subsidiary under the name of Continental Can Company, Inc. of California until May 31, 1932 upon which date it was merged with Continental. This company was also acquired because its location on the Pacific Coast enabled Continental to

enter an area theretofore dominated by the American Can Company.

No. 4

Passaic Metal Ware Company

On January 10, 1928 Continental acquired all of the outstanding common stock of Passaic Metal Ware Company, a New Jersey corporation, consisting of 17,889 shares of Passaic in exchange for 11,926 shares of Continental common stock, without par value. The company's only plant was located at Passaic, New Jersey. A balance sheet as of October 31, 1927 is annexed hereto as Exhibit 4. The only available income statement as of October 31, 1927 is also annexed hereto as Exhibit 4A.

The purpose of this acquisition was to engage in the manufacture and sale of general line cans which Continental did not then produce, consisting of smaller sized highly decorated cans for talcum powder, tooth powder, cereal, etc. At the time of acquisition, Continental did not duplicate any type of can made by the Passaic Company, with the exception of a can for varnish and insecticide, which constituted approximately 5% of the business of the Passaic Company.

No. 5

Seattle-Astoria Iron Works

On January 31, 1928, Continental acquired all of the outstanding stock of the Seattle-Astoria Iron Works, a Washington corporation, consisting of 5,000 shares, in exchange for 16,250 shares of Continental common stock, without par value. This company sold no cans, but manufactured machinery for making and closing cans and canning house machinery. Its only plant was located at Seattle, Washington. A balance sheet as of June 30, 1927 is annexed hereto as Exhibit 5. Income statements for the years ending June 30, 1925, 1926 and 1927 are also annexed hereto as Exhibit 5A.

The purpose of this acquisition was to enable Continental to supply machinery for making cans at its three Pacific coast factories, as well as certain machinery for its eastern plants and also to supply closing machines to its Pacific coast customers.

No. 6

United States Can Company

This company was acquired by Continental on February 6, 1928. The company was a manufacturer of metal containers and its plants were located at Cincinnati, Ohio, St. Louis, Missouri, Chicago, Illinois, Baltimore, Maryland, and Roanoke, Virginia. The plan of acquisition called for the sale of the entire assets of the U. S. Can Co. to Continental and the dissolution of the U. S. Can Co. The consideration was as follows:

1. The assumption of all of the debts of the U. S. Can Company, including a bond issue in the principal amount of \$1,200,000, dated March 1, 1927, to the Chase National Bank of New York, as Trustee, secured by a first mortgage on the properties of the U. S. Can Company.

2. Payment of \$2,000,000 in cash which was paid to the preferred stockholders of the U. S. Can Company on its dissolution.

[fol. 1307] 3. 50,000 shares of the common stock of Continental Can Company were delivered to the U. S. Can Company to be distributed in liquidation to its common stockholders.

A consolidated balance sheet as of November 30, 1927 of the U. S. Can Co. is annexed hereto as Exhibit 6. Income statements of the U. S. Can Co. as of December 31, 1924, 1925 and 1926 are annexed hereto as Exhibit 6A.

The purpose of Continental in this acquisition was to place it in a position to compete more strongly with American Can Co. and others in localities in which theretofore there had been no such competition, and also to broaden its field of sales in localities in which theretofore Continental was not represented and had not been able to compete. Continental was faced with the alternative either of building new factories in those localities or of acquiring existing factories. In taking over the plants of the U. S. Can Co., it adopted the latter alternative as the more economical measure.

At the time of this acquisition, Continental had no plants

in Cincinnati, Roanoke or St. Louis. U. S. Can Co. had no sales of general line cans in the Chicago district and Continental had no sales of general line cans in the Baltimore district. The only existing competition between Continental and U. S. Can Co. was in sales of packers open top cans in the Baltimore and Chicago districts. In the Chicago district packers cans sold by the U. S. Can Co. constituted $10\frac{1}{2}\%$ of the number sold by Continental. In the Baltimore district packers cans sales of the U. S. Can Co. constituted $5\frac{1}{2}\%$ of the sales by Continental. In the Baltimore district the U. S. Can Co. sold 3% of the total production of all packers cans and 5% in the Chicago district. The packers cans sold by U. S. Can Co. in the Chicago and Baltimore districts constituted less than $1\frac{1}{4}\%$ [fol. 1308] of the total annual production in this country.

No. 7

Southern Can Company

On May 2, 1928, the Southern Can Company sold its entire assets to Continental. The consideration was:

1. The assumption of all the debts of the Southern Can Company.
2. The redemption of its outstanding preferred stock of \$1,250,000 at \$107.50 and accrued dividends.
3. Delivery of 11,500 shares of Continental common stock which was distributed in liquidation to the Class A and Class B common stockholders of the Southern Can Company.

The Southern Can Company was located at Baltimore, Maryland and was engaged in the manufacture of metal containers and other metal ware products. A balance sheet as of May 2, 1928 is annexed hereto as Exhibit 7. Income statements as of December 31, 1925, 1926 and 1927 are annexed hereto as Exhibit 7A.

The packers can production of the Southern Can Company in the Baltimore district was approximately 8% of the total production, so that competition was not curtailed substantially by its acquisition.

The property was acquired to utilize its modern buildings and to enable Continental to manufacture its cans in

this factory rather than shipping them in from Syracuse and other factories at considerable expense.

No. 8

New Orleans Can Company

On June 26, 1928, Continental purchased the capital stock of the New Orleans Can Company for \$187,500. The company was located at New Orleans, Louisiana, and was a manufacturer of metal containers. A balance sheet as of [fol. 1309] May 31, 1928 is annexed hereto as Exhibit 8. Income statements are not available, but it is known that the company had made profits in 1925 of \$13,653.35, in 1926 of \$9,139.41 and in 1927 of \$28,929.29.

The Company was acquired to enable Continental to supply its customers located in the Gulf Coast area.

No. 9

The R. Hardesty Manufacturing Company

On October 31, 1928, Continental purchased from the R. Hardesty Manufacturing Company the portion of its assets devoted to can manufacturing and distributing. No liabilities of the company were assumed, and it continued as a going corporation in the operation of all of its business other than its can business. Fixed assets were purchased at a valuation of \$125,000, payment being made in the common stock of Continental on the basis of its closing market value on the day of transfer. Inventory was purchased at net cost or market, whichever was lower, less a 2% discount for cash.

The R. Hardesty Manufacturing Company was a Colorado corporation, with its plant and place of business at Denver, Colorado. A balance sheet as of October 31, 1928 is annexed hereto as Exhibit 9. Income statements as of December 31, 1926, 1927 and as of October 31, 1928 are annexed hereto as Exhibit 9A.

The total sales of the R. Hardesty Manufacturing Company's can manufacturing department were approximately \$300,000 per year. Its sales were confined to the district in the neighborhood of Denver, Colorado, and in that district Continental had no existing plant and was not in competi-

[fol. 1310] tion at the date of the acquisition. Its nearest plants were in Chicago and East St. Louis and no sales were made from them in the Denver district. On the other had, the nearest plant of the American Can Company at the date of acquisition was located at Kansas City and sales from that plant were being made in the Denver district by American prior to this entrance of Continental into competition there.

No. 10

Wheeling Can Company

Wheeling Can Company, a West Virginia corporation, was a wholly owned subsidiary of Wheeling Steel Corporation, having a plant and place of business at Wheeling, West Virginia, and a plant at Warwood, West Virginia. On December 3, 1928, Continental purchased all the assets of Wheeling Can Company, including its machinery and equipment, for 27,000 shares of Continental common stock. In addition, the inventory of tin plate, together with goods in process and finished products, was purchased at its cost of \$685,363.02. A balance sheet as of October 31, 1928 is annexed hereto as Exhibit 10. Income statements as of December 31, 1926, December 31, 1927 and as of October 31, 1928 are annexed hereto as Exhibit 10A.

At the time of acquisition total annual sales of Wheeling Can Company were approximately $\frac{1}{11}$ th of those of Continental and $\frac{1}{32}$ nd of those of American Can Company. In Wheeling, West Virginia, Continental had no plant whatsoever and was not in competition with the Wheeling Company at the time of acquisition.

[fol. 1311]

No. 11

Bedford Can Company, Inc.

Bedford Can Company, Inc. was a Virginia corporation with a plant and place of business at Bedford, Virginia. On December 5, 1928, Continental acquired the land, buildings, machinery and equipment of Bedford for 4,576 shares of common stock of Continental. In addition, its inventory of tin plate and other supplies were taken over at an agreed valuation by payment in shares of common stock of Contin-

ental on the basis of \$59. per share. A balance sheet as of November 30, 1928 is annexed hereto as Exhibit 11. Income statements as of December 31, 1926, December 31, 1927 and November 30, 1928 are annexed hereto as Exhibit 11A.

Total sales of Bedford were approximately \$700,000 annually and these sales were largely confined to the Bedford district. Prior to its acquisition of the company, Continental had no plant in that district, its nearest plants being at Roanoke, Virginia and Baltimore, Maryland. Sales of packers cans by Bedford in the Baltimore district were less than 3% of total annual sales there.

No. 12

Manhattan Can Company

Manhattan Can Company was a New York corporation operating a small plant in the Bush Terminal Building, Brooklyn, New York. On December 31, 1928, Continental acquired all the assets of Manhattan, including its machinery and equipment, contracts and inventory of materials and supplies for \$171,864.00, paid by 2,738 shares of Con-[fol. 1312] tinental common stock and \$54.50 in cash. A balance sheet as of December 31, 1928 is annexed hereto as Exhibit 12. Income statements as of December 31, 1926, 1927 and 1928 are annexed hereto as Exhibit 12A.

The total annual sales of Manhattan were around \$350,000. It was subjected to an annual rent charge of \$24,000 and for this reason did not find it profitable to operate and accordingly decided to sell its equipment. Continental had no Brooklyn plant, and as the business of Manhattan was of a highly local nature, there was little, if any competition theretofore existing between them, its annual sales having constituted less than 1% of the annual sales of Continental.

No. 13

McDonald Machine Company

On April 30, 1929, Continental exchanged 17,123 shares of its common stock for the total outstanding stock of McDonald. McDonald was not engaged in the manufacture

and sale of cans but only of can-making machinery. Its plant was located at Chicago, Illinois. A balance sheet as of March 31, 1929 is annexed hereto as Exhibit 13. Income statements as of December 31, 1926, 1927 and 1928 are annexed hereto as Exhibit 13A.

Prior to this acquisition, Continental's plants for manufacturing can-making machinery were located only in Syracuse, New York and Seattle, Washington. The acquisition was made in order to manufacture its machinery more economically in the North Central or Middle West district.

[fol. 1313]

No. 14

Federal Can Company

On June 25, 1929, Continental purchased the business and assets of Federal for 4,652 shares of Continental common stock. The company was a manufacturer of metal containers, and its plant was located at Nashville, Tennessee. A balance sheet as of March 30, 1929 is annexed hereto as Exhibit 14. Income statements as of December 31, 1926, 1927 and 1928 are annexed hereto as Exhibit 14A.

The gross sales of Federal Can Company in 1928 were about \$600,000, and of this amount over \$425,000 were made in Tennessee. Prior to the acquisition of this company, Continental had no plant in Nashville, Tennessee.

No. 15

Eastern Shore Can Company

On July 2, 1929, Continental purchased all the assets of the Eastern Shore Can Company for \$94,142.00 in cash, plus an amount equal to the accrued dividend of the outstanding preferred stock of Eastern and 8,750 shares of Continental common stock. All liabilities were assumed by Continental on the date of acquisition.

The Eastern Shore Can Company was a Maryland corporation engaged in the manufacture of metal containers, having its principal place of business at Hurlbuck, Maryland. A balance sheet as of July 2, 1929 is annexed hereto as Exhibit 15. Income statements as of December 31, 1926, 1927 and 1928 are annexed hereto as Exhibit 15A.

The property was acquired to facilitate the serving by Continental of its customers along the eastern shore of Maryland and of Virginia. In order to supply these customers prior to this acquisition it had been necessary for Continental to ship from Baltimore by way of Elkton, Maryland, and the acquisition resulted in the elimination of this circuitous route.

No. 16

Gille Manufacturing Company

On August 13, 1929, Continental purchased all the assets of the Gille Manufacturing Company for 15,980 shares of Continental common stock. All outstanding liabilities were assumed by Continental on the date of the acquisition. The Gille Manufacturing Company was engaged in the business of manufacturing metal containers and was located at Kansas City, Missouri. A balance sheet as of August 2, 1929 is annexed hereto as Exhibit 16. Income statements as of December 31, 1926, 1927 and 1928 are annexed hereto as Exhibit 16A.

Prior to this acquisition, American Can Company had a plant at Kansas City, Missouri, and this purchase was made to enable Continental to enter into immediate competition in that district.

No. 17

Sociedad Industrial de Cuba

On September 24, 1929, the capital stock of Sociedad Industrial de Cuba, consisting of 1,400 shares, was purchased by Continental for 6,907 shares of its common stock and \$586 in cash. The company was engaged in the manufacture of metal containers and bottle caps and was located in Havana, Cuba. The property was operated under its own name as a subsidiary of Continental until July 1, 1945, on which date its name was changed to Continental Can Corporation which is a Western Hemisphere corporation. A balance sheet as of August 31, 1929 is annexed hereto as [fol. 1315] Exhibit 17. Income statements as of December 31, 1926, 1927 and 1928 are annexed hereto as Exhibit 17A.

The company was acquired by Continental in order to supply Cuban canners and enter the field in that country.

Nashville Corrugated Box Company

On October 10, 1929, Continental purchased the business and assets of J. D. Goodpasture, trading as Nashville Corrugated Box Company, for 3,687 shares of Continental common stock and \$42.08 in cash. The company was engaged in the manufacture of corrugated cartons and was located in Nashville, Tennessee. A balance sheet as at September 30, 1929 is annexed hereto as Exhibit 18. As assets only were purchased, income statements were apparently not required by Continental and hence, are not available. The business was incorporated shortly after its acquisition and is presently operated as a subsidiary of Continental.

The company was acquired in order that Continental might enter into the corrugated box field, a product which it had not theretofore manufactured.

Penick & Ford, Ltd., Inc.

On December 10, 1929, Continental purchased the can business of Penick & Ford, a corporation engaged in the manufacture and distribution of molasses and allied corn products. The properties acquired by Continental were located at Harvey, Louisiana and Cedar Rapids, Iowa. The land, buildings and machinery at Harvey, Louisiana, and the [fol. 1316] machinery and equipment at Cedar Rapids, Iowa, were purchased for \$339,798.90 in cash. The inventory was purchased for \$148,100.32 in cash. Because only a part of the company's assets were purchased, a balance sheet or income statements are not available.

Penick & Ford sold its can business to Continental because it felt that Continental could effect large scale economies in its operations, and thus supply cans at a lower cost than Penick & Ford had been able to realize. In this way, Continental acquired an important customer.

No. 20

Gordon Can Company

On November 2, 1931, Continental purchased land, buildings, machinery and equipment and inventories of Gordon Can Company for \$155,676.37 in cash. The company was located in Omaha, Nebraska, and was engaged in the manufacture of metal cans. A balance sheet as of June 30, 1931 is annexed hereto as Exhibit 19. As assets were purchased, full income statements covering the operation of the company are not available. However, sales and profit figures for 1928, 1929, 1930 and for the first six months of 1931 are annexed hereto as Exhibit 19A.

The company was acquired to facilitate serving Continental customers in Nebraska and to avoid the necessity of making shipments from more distant plants.

No. 21

Chase Bag Company

On December 14, 1932, Continental purchased for \$78,528.74 land and buildings only, at Memphis, Tennessee, from Chase Bag Company and Riverside Land Company. As this acquisition was not of the business or equipment of the [fol. 1317] Chase Bag Company, neither income statements nor a balance sheet are available.

This building was merely purchased as a site for a Memphis plant subsequently put into operation by Continental.

No. 22

Manion Steel Barrel Company

On July 27, 1933, Continental Can Company of Pennsylvania, a wholly owned subsidiary of Continental, purchased from Rouseville Cooperage Company, trading in part as Manion Steel Barrel Company, machinery and equipment for \$43,500 and inventories for \$17,727.44 in cash. Manion Steel Barrel Company was engaged in the manufacture of metal containers and was located at Rouseville, Pennsylvania. As the purchase was one of assets of a portion of

the entire business, neither income statements nor a balance sheet are available.

The business was acquired in order that Continental might enter into the manufacture of steel barrels for oil products in the Pennsylvania area.

No. 23

Columbia Can Company

On February 28, 1935, Continental purchased the land, buildings, machinery and equipment and inventories of Columbia for \$380,236.76. The company was engaged in the manufacture and sale of general line cans for eggs, sweeping compounds, ice creams, coffee, shoe polish, lard, ether and chemicals, and its plant was located at St. Louis, Missouri. A balance sheet as of February 28, 1935 is annexed hereto as Exhibit 20. Income statements as of December 31, 1932, 1933 and 1934 are annexed hereto as Exhibit 20A.

Practically all of the business of Columbia Can Company was with customers located in the immediate vicinity of St. Louis, Missouri, and about 63% of their total sales for 1934 consisted of cans of a type not manufactured by the East St. Louis plant of Continental Can Company, Inc. These items included cans and drums for sweeping compounds, ice cream, ether and drugs, steel jacketed cans, coffee, shoe polish and 5 gallon square cans. About 24% of Columbia Can Company's sales for 1934 represented cans of a type not manufactured at any of the plants of Continental. The products of the Columbia Can Company were in competition with similar products of the Kansas City and St. Louis plants of American Can Company. Its controlling stockholders had recently died with the result that the heirs were desirous of disposing of this property. The sales volume of Columbia Can Company was considerably less than 1% of Continental sales volume in 1934.

No. 24

Janssen-Ostertag Manufacturing Company

On February 4, 1935, Continental purchased all of the assets of this company (except cash, life insurance, accounts and notes receivable) for cash in the amount of \$40,682.09. The company was engaged in the manufacture and sale of general line cans, consisting of axle grease pails and miscellaneous grease cans, and was located at Kansas City, Missouri. A balance sheet as of December 31, 1934 is annexed hereto as Exhibit 21. Sales and earnings figures as of December 31, 1932, 1933 and 1934 are annexed hereto as Exhibit 21A.

[fol. 1319] The business of Janssen-Ostertag Manufacturing Company consisted almost exclusively of the manufacture and sale of axle grease pails and grease cans of a type not manufactured by either the Kansas City or East St. Louis plants of Continental. The products of this company were in competition with similar products of the Kansas City and St. Louis plants of American Can Company. The controlling stockholders of this company also had recently died with the result that the heirs were desirous of disposing of this property. The sales volume of this company was considerably less than 1% of Continental sales volume in 1934.

No. 25

Wilkes Barre Can Company

On August 9, 1936, Continental Can Company of Pennsylvania acquired the business and fixed assets of Wilkes Barre for \$450,000, and its inventory, at cost or market, for approximately \$204,000. The company was engaged in the manufacture of metal containers and household lines of a type not theretofore manufactured by Continental, and was located at Wilkes Barre, Pennsylvania. A balance sheet as of August 8, 1936 is annexed hereto as Exhibit 22 and sales and profit figures as of December 31, 1933, 1934 and 1935 are annexed hereto as Exhibit 22A.

The assets of this company were transferred to Continental in 1941.

The company was acquired to enable Continental to enter into a line of metalware specialties not theretofore manufactured by it.

[fol. 1320]

No. 26

Canonsburg Coal Company

In 1933, Continental purchased the Hazel Mine of the Chartiers Creek Coal Company of Canonsburg, Pennsylvania at a cost of \$147,500 cash, together with mining rights covering about 500 acres of coal, and coal mining equipment formerly owned by this company. In January, 1934, Continental organized the Canonsburg Coal Company as a subsidiary of Standard Tin Plate Company to operate this property and it was disposed of in 1941. As this was a purchase of property, a balance sheet and income statements are not available.

The coal mine was adjacent to property then owned by Continental and was acquired as a source of supply to it.

No. 27

Metal Box and Printing Industries, Ltd.

On April 16, 1930, Continental acquired 50,000 shares out of 754,695 shares outstanding in Metal Box and Printing Industries, Ltd., which in 1931 acquired control of the British Can Company. The name of Metal Box and Printing Industries, Ltd. was subsequently changed to Metal Box Company, Ltd. As of April 1, 1946, Continental held approximately 9.75% of the stock of Metal Box Company and at no time since April 16, 1930 has Continental held a controlling interest in this company.

The Metal Box Company is engaged in the manufacture of metal containers in the United Kingdom. A consolidated balance sheet as of March 31, 1929, with additional capital transactions carried through to March 31, 1930 and giving effect to the acquisition by Continental of 50,000 ordinary shares on April 16, 1930, is annexed hereto as Exhibit 23. [fol. 1321] Income statements are not available but it appears from Moody's Manual of Investments, Industrial's Volume 1932, page 3265, that consolidated net profits for

the years ending March 31 (after depreciation but before income tax or debiting or crediting interest) were: 1928 £212,413; 1929 £236,896; 1930 £235,217.

The acquisition of stock on April 16, 1930 was made to extend financial aid to the British company at a period of serious depression in England, and Continental has subsequently maintained a roughly proportionate interest in this company as an investment. It also has made a license agreement with Metal Box under which that company manufactures and uses machinery of Continental design in the British Isles and elsewhere in the Empire.

Other acquisitions by Continental of container manufacturing enterprises during the period 1926 through 1936, covered by questions relating to the above 27 acquisitions, were Manufacturers Can Company, Inc. and Southwestern Can Company, which we have numbered 28 and 29.

No. 28

Manufacturers Can Company, Inc.

On January 3, 1922, Manufacturers Can Company sold to Continental its machinery, office supplies and contracts for \$200,000 in cash and its inventory of materials and supplies as of December 31, 1928 at cost, less 2% discount on all materials except tin plate in original packages. The land and buildings owned by the company were not included in the sale nor were its liabilities assumed as part of the transfer. The company operated a plant at Harrison, New Jersey, where it made specialties such as cans for oil, grease, paints, varnish, etc. As the purchase was one of assets, a balance sheet and income statements are not available.

[fol. 1322] The business of the company was of a local nature and as its operations had not been successful during the four or five years preceding its acquisition by Continental, it had decided to sell its equipment and go out of business. The total sales of the company were less than 1½% of those of Continental.

No. 29

Southwestern Can Company

On June 19, 1935, Continental acquired from the liquidating trustees of Southwestern Can Company its land, building and equipment for \$111,202.30 in cash. The company had previously been engaged in the manufacture of metal containers at Houston, Texas. As the purchase was one of assets, a balance sheet and income statements are not available.

These assets of Southwestern were acquired by Continental after a decision on the part of its management to liquidate and go out of business.

We again take up the companies next enumerated in the Commission's letter, and we have numbered them consecutively for convenience, beginning with 30.

No. 30

Continental Can Company, Inc. of Washington

This wholly owned subsidiary was formerly known as the Seattle Can Company as to which see discussion under No. 2, *supra*. Continental Can Company, Inc. of Washington did not acquire stock control of any other company. This subsidiary company was merged with Continental on August 31, 1932.

[fol. 1323]

No. 31

Continental Can Company, Inc. of California

This wholly owned subsidiary was known, prior to June 20, 1927, as the G. N. Easton Can Company as to which see discussion under No. 3, *supra*. On November 8, 1930, Continental of California acquired stock control of Gardner Manufacturing Company, Limited, of Sunnyvale, California. A balance sheet as of October 18, 1930 is annexed hereto as Exhibit 24. Income statements of the company are not available.

No. 32

Whittall Can Company, Limited

Between September 19, 1935 and December 31, 1935, Continental acquired 127,874 shares of common stock of Whittall Can Company, Limited, out of a total of 130,000 shares outstanding or 98.4% of its voting stock at a cost of \$1,078,043. Between December 31, 1935 and March 31, 1936, additional shares of common stock were issued by Whittall, and Continental increased its interest in this company by acquiring 30,853 shares of common stock at a cost of \$261,676. A balance sheet as of February 29, 1936 is annexed hereto as Exhibit 25. Income statements for the years ending February 28, 1934 and 1935 and February 29, 1936 are annexed hereto as Exhibit 25A.

On October 19, 1935, Continental organized Continental Can Company of Canada, Ltd. and on June 30, 1936, this company purchased all assets and assumed all liabilities, except indebtedness to Continental, of Whittall for a consideration of \$1,858,635.16. A balance sheet as of June 30, 1936 is annexed hereto as Exhibit 25B.

[fol. 1324] The Whittall Company was incorporated in Canada and was engaged in the manufacture of metal packages, sanitary food containers, and paint cans. Its plant was located at Montreal, Quebec, Canada. The company was acquired to facilitate the supply of items of this type by Continental to customers in Canada and enter the can manufacturing industry in that country.

No. 33

Colonial Cannery, Limited

On February 3, 1940, Continental formed this subsidiary in Ontario to take over canning plants and equipment formerly owned by the Empire Foods Corporation, Limited. These properties were located at Brighton, Ontario, Ste. Martine, Quebec, Hamilton, Ontario (2 plants), Cotton, Ontario, McGregor, Ontario, Harrow, Ontario, Essex, Ontario, Trenton, Ontario, Belleville and Deseronto, Ontario. The depreciated valuation of the properties on the books of the vendor at the date of acquisition is unknown. The con-

sideration for the acquisition was Continental's bid of \$701,000 face value in bonds at the foreclosure sale arising from a secured loan of one million dollars by Continental to this company. As the enterprises were in default under the mortgage, they cannot be considered to be operating enterprises, and income statements are, therefore, not available.

The properties were thus acquired as a result of the foreclosure sale, and as they consisted of canning plants. Continental has been in the process of selling or leasing these plants.

[fol. 1325]

No. 34

Gardner-Richardson Company

On August 27, 1942, Continental purchased certain patents and machinery for the manufacture of paper cans from the Gardner-Richardson Company for \$162,500. The depreciated valuation of the acquired assets on the books of the vendor at this time is unknown. The company was located at Middletown, Ohio. The machinery was acquired to improve Continental's ability to produce spiral wound paper cans.

No. 35

Boothby Fibre Can Company

On November 6, 1942, Continental purchased the machinery and equipment of Boothby for \$122,500 and its inventory at a cost of approximately \$48,000. In addition, it leased the building in which Boothby was operating for a period of five years, at an annual rental of \$7,000. As this purchase was one of assets, no balance sheet nor income statements are available nor is the depreciated valuation of the leased assets on the books of the lessor at the time of the lease known, there being no subsequent agreement to purchase them. The company was located at Roxbury, Massachusetts.

The assets were acquired to enable Continental to manufacture a type of all-paper container not theretofore manufactured by it.

No. 36

Square Star Can Company

On August 1, 1942, Continental purchased the name and certain of the assets of the Square Star Can Company, of St. Louis, Missouri, for \$65,000 in cash. For a brief period [fol. 1326] thereafter, Continental also leased the building in which Square Star previously operated on a month to month basis at an annual rental of \$1,320. This property has since been vacated. As the purchase was one of assets, income statements and a balance sheet are not available nor is the depreciated valuation of the leased assets on the books of the lessor known, there being no agreement to purchase the leased assets.

The Square Star Can Company manufactured paper cans with metal ends. Continental purchased some of its machinery for making such cans in order to be able to manufacture them in an area in which theretofore it had not competed. Another purpose of this acquisition was to secure capable management for this type of operation.

No. 37

Fonda Container Company

On December 21, 1942, Continental purchased machinery and equipment of Fonda for \$37,500 and its inventory at cost. In addition, it leased the building in which Fonda was then operating on a year to year basis at an annual rental of \$3,300 per year. As this acquisition was one of assets, no balance sheet nor income statements are available nor is the depreciated valuation of the leased assets on the books of the lessor known, there being no agreement to purchase them. The company was located at Utica, New York, and was engaged in the manufacture of paper packages.

It was acquired for the purpose of expanding the operations of Continental in the paper container field.

Val Vita Food Products

On February 23, 1943, Continental purchased the can-making machinery and equipment of this company for \$500,000 and its inventories at cost. In addition, the plant in which such machinery and equipment was previously housed was leased on a three-year basis at an annual rental of \$30,000, subject to adjustments. As this acquisition was one of assets, no balance sheet nor income statements are available nor is the depreciated valuation of the leased assets on the books of the lessor known, there being no agreement to purchase same. The business was located at Fullerton, California.

Continental did not acquire the canning business of this company but only the can-making machinery, as it was thought that Continental could effect large scale economies as a supplier for the canning business of the Val Vita Company and thus reduce that company's cost of cans.

No. 39**The Container Company**

On December 20, 1942, Continental acquired all the outstanding class "A" and "B" common stock of The Container Company for \$1,650,000, and its preferred stock for \$112,700. A balance sheet as of November 28, 1942 is annexed hereto as Exhibit 26. Income statements for 1940, 1941 and 1942 are annexed as Exhibit 26A. The company was located at Van Wert, Ohio, and was engaged in the manufacture of fibre drums, a product which Continental did not previously manufacture. The company is presently being operated as a subsidiary of Continental and in this way Continental has been able to enter the field of manufacturing fibre drums.

[fol. 1328]

No. 40

Marco Chemicals, Inc.

On July 14, 1943, Continental acquired 200 shares of Marco common stock out of a total of 1,000 shares outstanding, and \$50,000 in 4% debentures out of a total of \$170,000 outstanding. The company is engaged in the production of resin, plastic products and chemicals, and is located in Sewaren, New Jersey. This company was organized immediately prior to Continental's acquisition of 20% of its shares, and consequently there were no balance sheet nor income statements prior to the date of acquisition.

Continental acquired a 20% stock interest in this company in order that it might receive information regarding developments in the field of plastic products, and as a first step in entering the plastic field.

No. 41

Bond Manufacturing Corporation, Inc.

On January 5, 1944, Continental acquired 88% of the capital stock of Bond and shortly thereafter acquired the remaining shares outstanding for a cash consideration of \$4,500,000 for all outstanding shares. The company was located at Wilmington, Delaware, and also had a plant at Los Angeles, California. It was engaged in the manufacture of crown bottle caps and cork products. A balance sheet as of December 31, 1943 is annexed hereto as Exhibit 27. Income statements for the years ending 1941, 1942 and 1943 are annexed hereto as Exhibit 27A. In March, 1944, the name of this company was changed to Bond Crown and Cork Company.

At the time of acquisition, Bond had four wholly owned subsidiaries, to wit: Bond Equipment Company; Cork-Tex [fol. 1329] Products Co.; Brandywine Warehouse Company; and Bond Crown Company of California. Bond Crown and Cork Company is presently operated as a subsidiary of Continental. The company was acquired to secure capable and efficient management and to expand crown operations of Continental, and in order that Continental might enter into the related cork business.

Other Subsidiaries Acquired by Stock Control during 1942, 1943 and 1944

No. 42

Keystone Drum Company

On May 26, 1944, Continental acquired the entire outstanding stock of the Keystone Drum Company for a cash consideration of \$225,000. The company was engaged in the manufacture of fibre drums and had plants at Charleroi, Pennsylvania; Elizabeth, New Jersey; Independence, Kansas and Pensacola, Florida. A balance sheet as at February 29, 1944 is annexed hereto as Exhibit 28. Income statements are not available. The company was operated as a subsidiary and is now in the process of dissolution.

The company was acquired because there were definite advantages in adopting the form of drum it manufactured for the packaging of resin solids, poured hot and allowed to cool. Asphalt, tar, pitch and waxes also fell into this category. The purchase was made to round out the line of fibre drum developments of The Container Company. (No. 39 above)

No. 43

Cameron Can Machinery Corporation

On July 7, 1944, Continental acquired all the capital stock of this company for \$4,000,000 in cash. The company was [fol. 1330] engaged in the manufacture of can-making machinery and other machine parts and had its plant at Chicago, Illinois. A balance sheet as of December 31, 1943 is annexed hereto as Exhibit 29. Income statements as of December 31, 1941, 1942 and 1943 are annexed hereto as Exhibit 29A.

The company was acquired to secure exceptionally capable engineering talent for the design of can-making machinery and to enable Continental to manufacture and secure the advantages of the most efficient type of can-making and other machinery.

No. 44

Mono, Ltd. of Canada

In April, 1945, Continental sold to Colonial Cannery, Ltd., its subsidiary discussed as No. 33 above, 507 shares of the stock of Mono, Ltd. of Canada, which Continental acquired as part of the assets received from Mono Service Company, discussed as No. 46 hereafter. These 507 shares were set up on Continental's books at the time of acquisition at the figure of \$50,700, which was the same figure at which they were carried on Mono Service's books, and they were sold to Colonial Cannery, Ltd. for \$56,277 Canadian currency, which was the equivalent in American dollars of the \$50,700 figure. In April and May, 1945, Colonial Cannery, Ltd. offered to purchase the balance of the outstanding stock of Mono, Ltd. of Canada, 987 shares, for a total price of \$197,400 Canadian currency. All of such stock except 2 shares has been acquired.

Mono Ltd. of Canada was engaged in the manufacture of paper containers and paper cups and its plant was located at New Toronto, Ontario, Canada. A balance sheet as of April 30, 1945 is annexed hereto as Exhibit 30. Income statements for the years ending September 30, 1942, 1943 and 1944 are annexed hereto as Exhibit 30A. The company was acquired to enable Continental's Canadian subsidiary to enter into the manufacture of a type of paper containers and paper cups not theretofore manufactured by it in Canada.

[fol. 1331] Other Acquisitions of Container Manufacturing or Distributing Enterprises

No. 45.

General Steel Wares, Ltd., McDonald Division

On April 15, 1944, Continental Can Company of Canada, Ltd., a wholly owned subsidiary of Continental, acquired the land, buildings, machinery and equipment, supplies and other inventory items, of the Toronto plant and the machinery and equipment of the Montreal plant of this division of General Steel Wares, Ltd. for \$1,450,000 in cash. Be-

cause this acquisition was only of a portion of the entire business of General Steel Wares, Ltd., a balance sheet and income statements are not available.

Continental purchased the assets of this business in order that its Canadian subsidiary would be in a position to furnish practically every type of general line cans, including kit pails. Had the business been bought by American Can, as otherwise might have occurred, it would have placed that company so far ahead in the general line business that Continental could not have effectively thereafter competed with it in that field in Canada. In acquiring this business, Continental secured the trade of many important customers who prior thereto had purchased a portion of their requirements from the American Can.

No. 46

Mono-Service Company

On September 21, 1944, Continental purchased 7,230 shares of common stock out of the total outstanding issue of 10,000 shares of Mono-Service Company, a New Jersey corporation, at the price of \$300 per share, or \$2,169,000 in cash. Between September 22nd and 29th, inclusive, Continental purchased an additional 104 shares of the stock at this price for a total of \$31,200. Mono-Service Company was dissolved on September 30, 1944. In liquidation, Continental purchased their interest in the balance of tangible personalty from the remaining stockholders for \$799,800 on October 1, 1944. The company was engaged in the manufacture of hot drink cups and paper containers and its plant was located at Newark, New Jersey. A balance sheet as of September 30, 1944 is annexed hereto as Exhibit 31. Income statements for the years ending September 30, 1942, 1943 and 1944 are annexed hereto as Exhibit 31A.

At the time of this acquisition, Continental was not manufacturing hot drink cups nor was it manufacturing the type of paper containers made by Mono-Service Company. The acquisition was made to secure excellent engineering talent, an important trade-name and an economical operating plant, as well as to enter the paper cup field.

No. 47

Owens-Illinois Can Company

On October 31, 1944, Continental acquired all of the business, property and assets of the Owens-Illinois Can Company, a subsidiary of the Owens-Illinois Glass Company for \$7,500,000. Continental also agreed to assume all liabilities except a note of \$7,750,000 from Owens-Illinois Can to Owens-Illinois Glass. Owens-Illinois Can Company had at the time of acquisition plants at Chicago, Illinois; McKees Rocks, Pennsylvania and Baltimore, Maryland. It also owned property at St. Louis, Missouri, though no enterprise was in operation there. A balance sheet as of September 30, 1944 is annexed hereto as Exhibit 32. Income statements as of December 31, 1942 and 1943 and as of September 30, 1944 are annexed hereto as Exhibit 32A. [fol. 1333] At the time of the acquisition, Owens-Illinois had decided to dispose of its can-manufacturing business and thereafter confine its operations to the glass business. Of the general line sales of Owens-Illinois Can Company, approximately 50% was of a different type than that manufactured by Continental, such as steel pails, tobacco containers and containers for cosmetics, in which fields Continental did not have substantial participation. The balance of its general line volume covered an infinite variety of containers made by a large number of manufacturers in a highly specialized and competitive field. Packers' can production of Owens-Illinois Can Company was a minor portion of their business and a small part of total business of this type, its annual sales constituting only \$2,600,000 as against an estimated total production of \$200,000,000.

This proposed acquisition was consummated after it had been fully presented to the Department of Justice.

It is believed that the foregoing should constitute the information requested by the Commission.

Respectfully submitted, Continental Can Company,
Ins. By Sherlock McKewen, Secretary and Treasurer.

Certified copy of a Portion of Minutes of a Meeting of the Board of Directors of Continental Can Company, Inc., Held May 16, 1956, at 100 East 42nd Street, New York, N. Y.

"The Chairman indicated to the Board that he had been in negotiation with two of the leading glass companies, and that if his negotiations could be successfully completed, Continental would acquire one or both of these companies.

After a general discussion, it was moved and seconded, that the Board approve the action of the Chairman in entering into these negotiations and the possible acquisition of the glass container companies."

I, L. R. Dodson, Secretary of Continental Can Company, Inc., have compared the foregoing excerpt with the original thereof, as recorded in the minute book of said Company, and do certify that the same is a correct and true transcript therefrom. I do further certify that there was at all times a quorum present at the meeting and that the foregoing resolutions have not been revoked or amended.

Dated:—

L. R. Dodson, Secretary

The charts that follow, in several instances, include the term "All Others." The use of this term, in each instance, finds its basis in the title section of each chart.

The phrase "Total Industry" or the word "Industry" is used in several charts. The use of the word or phrase has, in each instance, its basis in the title section of each chart.

The source information serving as the basis for each chart comes primarily from data published in the regular course of business by statistical gathering institutes or associations of industry, by private publications, by agencies of Government, by defendant Companies and other firms as producers or users of containers.

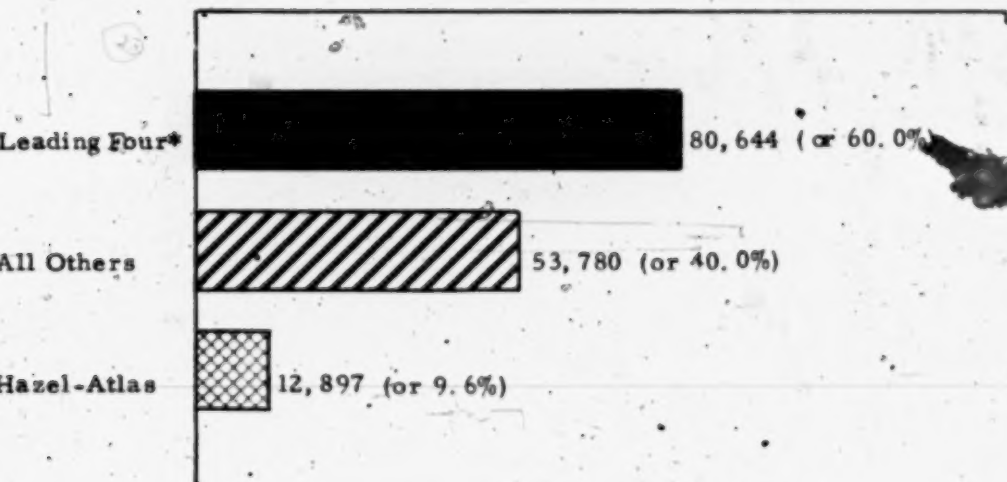
[fol. 1335]
2866

**I GLASS CONTAINER SHIPMENTS
IN THE UNITED STATES**

1955

**TOTAL DOMESTIC
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE**

(Thousands of Gross)

TOTAL 134,424

- * 1. Owens-Illinois Company 34.2
 2. Anchor-Hocking Glass Corp. 11.6
 3. Hazel-Atlas 9.6
 4. Knox Glass Inc. 4.5

Source: Company Totals from Glass Container Manufacturers Institute. United States Total from Bureau of the Census, Facts For Industry, Glass Containers Summary 1956, Series M77C.

2868

[fol. 1337]

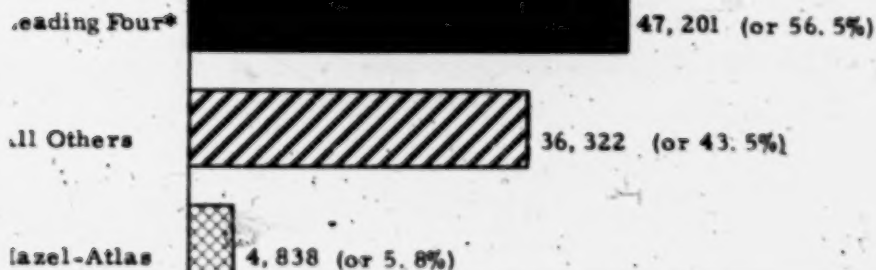
GLASS CONTAINER SHIPMENTS

1955

TOTAL NARROW NECK
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 83,523



- * 1. Owens-Illinois Company 38.2
 2. Anchor-Hocking Glass Corp. 7.8
 3. Hazel-Atlas 5.8
 4. Knox Glass Inc. 4.6

Brockway 4.2

Source: Company Totals from Glass Container
 Manufacturer's Institute. United States Total
 from Bureau of the Census, Facts For
 Industry, Glass Containers Summary 1956,
 Series M77C.

[fol. 1338]

GLASS CONTAINER SHIPMENTS

1955

FOOD - NARROW NECK
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 14,337

Leading Four*

8,950 (or 62.4%)

All Others

5,387 (or 37.6%)

Hazel-Atlas

1,112 (or 7.7%)

- | | | |
|-------------------------------|------|--------------------|
| • 1. Owens-Illinois Company | 43.3 | <i>Hatchin</i> 5.6 |
| 2. Anchor-Hocking Glass Corp. | 5.6 | |
| 3. Hazel-Atlas | 7.8 | |
| 4. Knox Glass Inc. | 5.8 | |

Source: Company Totals from Glass Container
Manufacturers Institute. United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

2870

Sol. 1339]

GLASS CONTAINER SHIPMENTS

1955

MEDICINAL AND HEALTH SUPPLIES - NARROW NECK
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 15,839

Leading Four*

8,886 (or 56.1%)

All Others

6,953 (or 43.9%)

Hazel-Atlas

1,022 (or 6.4%)

- * 1. Owens-Illinois Company
- 2. Anchor-Hocking Glass Corp.
- 3. Hazel-Atlas
- 4. Knox Glass Inc.

45.2

Brockway

2.2

6.5

2.3

6.4

Source: Company Totals from Glass Container
Manufacturers Institute. United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

[fol. 1340]

GLASS CONTAINER SHIPMENTS

1955

CHEMICAL, HOUSEHOLD AND INDUSTRIAL - NARROW NECK
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 9,624

Leading Four*

3,917 (or 61.5%)

All Others

3,707 (or 38.5%)

Hazel-Atlas

1,053 (or 11.0%)

- * 1. Owens-Illinois Company. 37.2
- 2. Anchor-Hocking Glass Corp. 2.9
- 3. Hazel-Atlas 10.9
- 4. Knox Glass Inc. 10.4

Pierce

5.6

Source: Company Totals from Glass Container
Manufacturers Institute. United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

1955

TOILETRIES AND COSMETICS - NARROW NECK
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 9,662

Leading Four*

5,168 (or 53.5%)

All Others

4,494 (or 46.5%)

Hazel-Atlas

907 (or 9.4%)

- * 1. Owens-Illinois Company 18.1
- 2. Anchor-Hocking Glass Corp. 24.0
- 3. Hazel-Atlas 9.4
- 4. Knox Glass Inc. 1.9

Foster-Lorber 4.0

Source: Company Totals from Glass Container
Manufacturers Institute. United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

[fol. 1342]

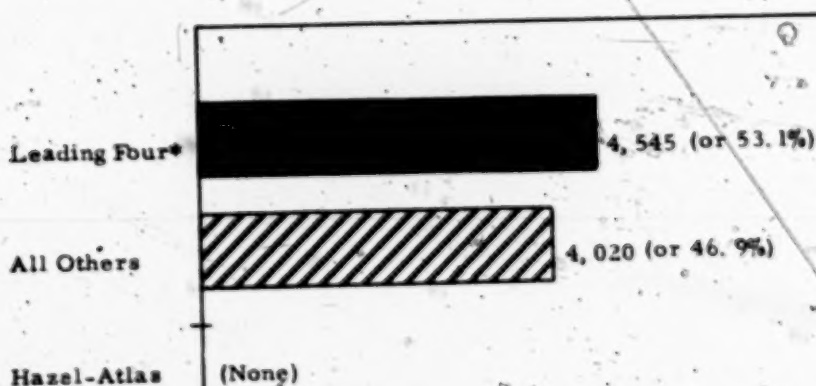
GLASS CONTAINER SHIPMENTS

1955

BEVERAGES - RETURNABLE
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 8,565



- * 1. Owens-Illinois Company
- 2. Anchor-Hocking Glass Corp.
- 3. Hazel-Atlas
- 4. Knox Glass Inc.

44.7

4.7

3.7

Laurens
Chattanooga

10.3

9.9

Source: Company Totals from Glass Container
Manufacturers Institute. United States
Total from Bureau of the Census, Facts
For Industry, Glass Containers Summary
1956, Series M77C.

GLASS CONTAINER SHIPMENTS

1955

BEVERAGES - NONRETURNABLE
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 1,177

Leading Four*

959 (or 81.5%)

All Others

218 (or 18.5%)

Hazel-Atlas

4 (or 0.3%)

- * 1. Owens-Illinois Company
2. Anchor-Hocking Glass Corp.
3. Hazel-Atlas
4. Knox Glass Inc.

70.8
9.6
0.3
0.8

Foster Home 2.8

Source: Company Totals from Glass Container
Manufacturers Institute, United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

GLASS CONTAINER SHIPMENTS

1955

BEER - RETURNABLE
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 2,444

Leading Four*

1,137 (or 46.5%)

All Others

1,307 (or 53.5%)

Hazel-Atlas

6 (or 0.2%)

- * 1. Owens-Illinois Company
2. Anchor-Hocking Glass Corp.
3. Hazel-Atlas
4. Knox Glass Inc.

36.1 The Atlas 12.2
7.9 northern 6.5
0.2
2.3

Source: Company Totals from Glass Container
Manufacturers Institute. United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

[fol. 1345]

2876

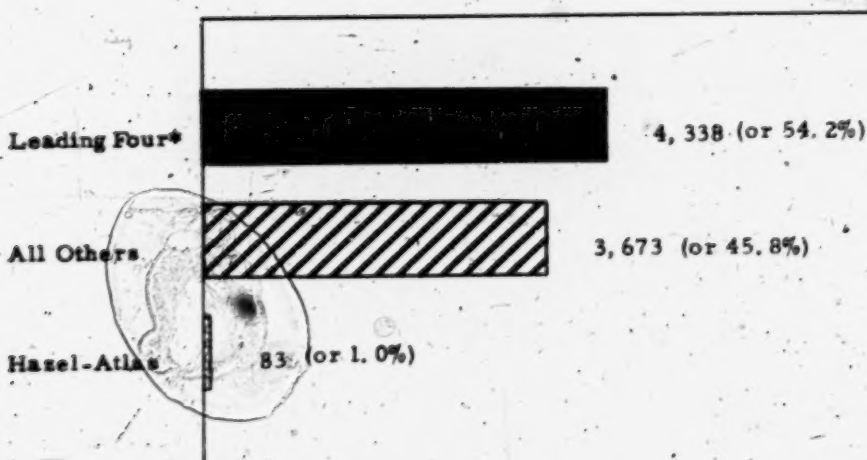
GLASS CONTAINER SHIPMENTS

1955

BEER - NONRETURNABLE LEADING FOUR COMPANIES AND ALL OTHERS HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 8,011



- * 1. Owens-Illinois Company
- 2. Anchor-Hocking Glass Corp.
- 3. Hazel-Atlas
- 4. Knox Glass Inc.

34.8
15.7
1.0
3.2

Cedar-Rustle 9.6
Hatchers 9.1

Source: Company Totals from Glass Container Manufacturers Institute. United States Total from Bureau of the Census, Facts For Industry, Glass Containers Summary 1956, Series M77C.

GLASS CONTAINER SHIPMENTS

2877

1955

LIQUOR
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 9, 274

Leading Four*

5, 162 (or 55. 7%)

All Others

4, 112 (or 44. 3%)

Hazel-Atlas

372 (or 4. 0%)

- | | |
|-------------------------------|------|
| * 1. Owens-Illinois Company | 43.0 |
| 2. Anchor-Hocking Glass Corp. | 7.0 |
| 3. Hazel-Atlas | 4.0 |
| 4. Knox Glass Inc. | 1.6 |

Thatcher 10.2
Coke Bros 7.2

Source: Company Totals from Glass Container
Manufacturers Institute. United States
Total from Bureau of the Census; Facts
For Industry, Glass Containers
Summary 1956, Series M77C.

2878

[fol. 1347]

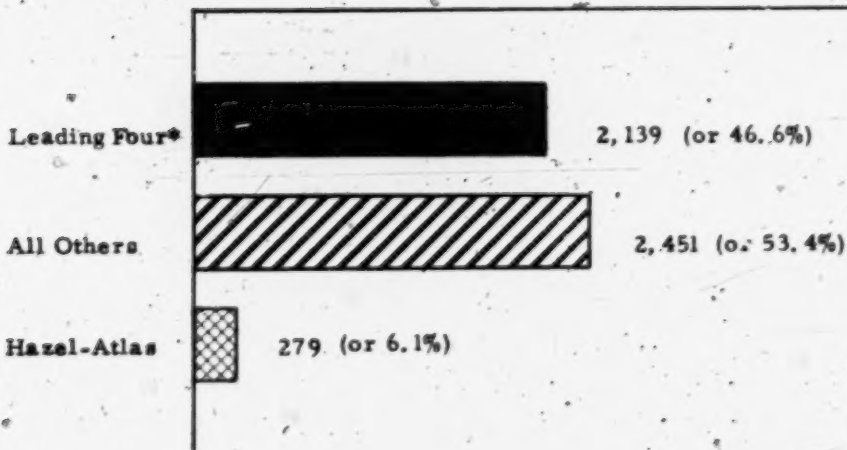
GLASS CONTAINER SHIPMENTS

1955

WINE
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

* (Thousands of Gross)

TOTAL 4,590



- * 1. Owens-Illinois Company
 2. Anchor-Hocking Glass Corp.
 3. Hazel-Atlas
 4. Knox Glass Inc.

20.3
 4.8
 6.1
 15.4

Glass container Sep. 12.4
metric 4.9

Source: Company Totals from Glass Container Manufacturers Institute. United States Total from Bureau of the Census, Facts For Industry, Glass Containers Summary 1956, Series M77C.

1955

TOTAL WIDE MOUTH
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 50,901

Leading Four*

33,442 (or 65.7%)

All Others

17,459 (or 34.3%)

Hazel-Atlas

8,059 (or 15.8%)

- * 1. Owens-Illinois Company 27.7
- 2. Anchor-Hocking Glass Corp. 17.8
- 3. Hazel-Atlas 15.8
- 4. Knox Glass Inc. 4.4

Ball Bros 5.2
Lygant Valley 2.9
Metro 2.9

Source: Company Totals from Glass Container
Manufacturers Institute. United States Total
from Bureau of the Census, Facts For
Industry, Glass Containers Summary 1956,
Series M77C.

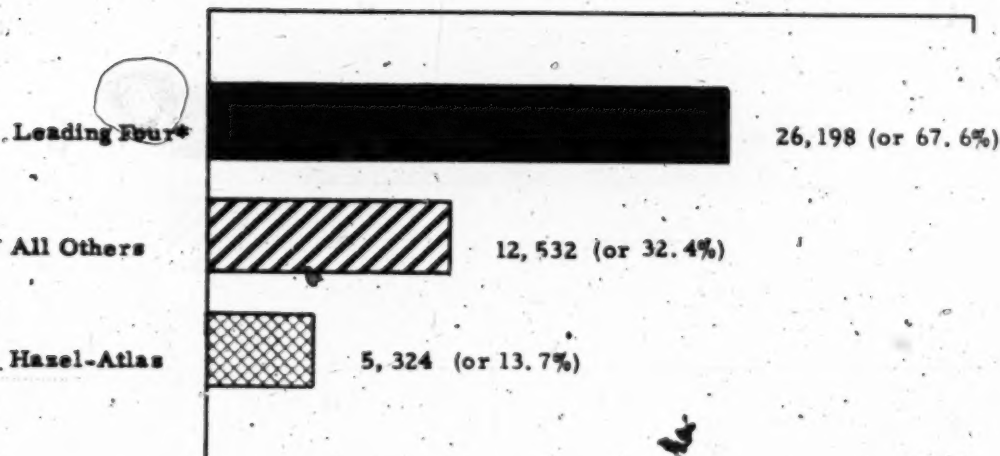
GLASS CONTAINER SHIPMENTS

1955

FOOD - WIDE MOUTH (PACKERS TUMBLERS INCLUDED)
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 38,730



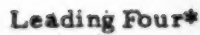
- | | | | |
|-------------------------------|------|-----------|-----|
| 1. Owens-Illinois Company | 27.8 | Ball Bros | 6.8 |
| 2. Anchor-Hocking Glass Corp. | 21.2 | metco | 3.6 |
| 3. Hazel-Atlas | 13.7 | | |
| 4. Knox Glass Inc. | 4.9 | | |

Source: Company Totals from Glass Container Manufacturers Institute. United States Total from Bureau of the Census, Facts For Industry, Glass Containers Summary 1956, Series M77C.

1955

(Thousands of Gross)

TOTAL 4, 682



3,211 (or 68.6%)

All Others

1,471 (or 31.4%)

Hazel-Atlas

1,170 (or 25.0%)

- * 1. Owens-Illinois Company
- 2. Anchor-Hocking Glass Corp.
- 3. Hazel-Atlas
- 4. Knox Glass Inc.

Source: Company Totals from Glass Container Manufacturers Institute. United States Total from Bureau of the Census, Facts For Industry, Glass Containers Summary 1956, Series M77C.

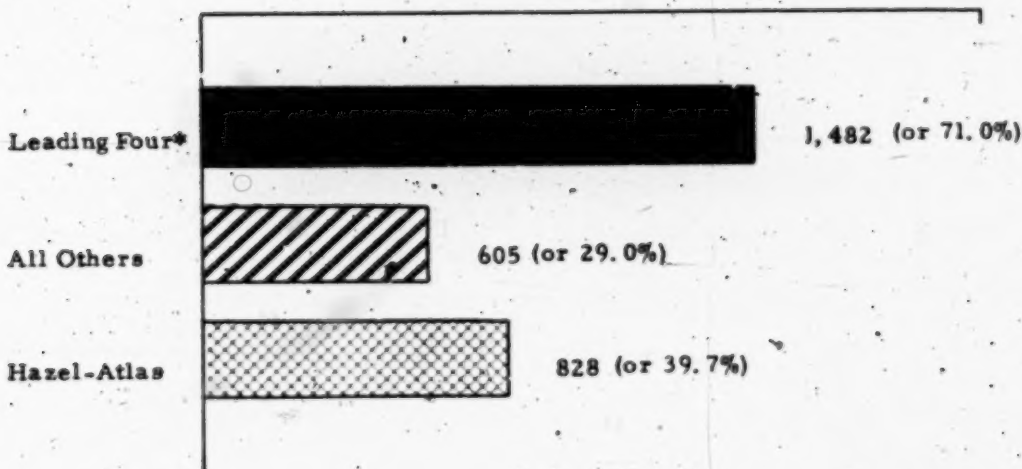
GLASS CONTAINER SHIPMENTS

1955

CHEMICAL, HOUSEHOLD AND INDUSTRIAL - WIDE MOUTH
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 2, 087



- * 1. Owens-Illinois Company
2. Anchor-Hocking Glass Corp.
3. Hazel-Atlas
4. Knox Glass Inc.

16.3 Foster Brothers 6.5
8.1 Lamont 11.9
39.7
6.7

Source: Company Totals from Glass Container Manufacturers Institute. United States Total from Bureau of the Census. Facts For Industry, Glass Containers Summary 1956, Series M77C.

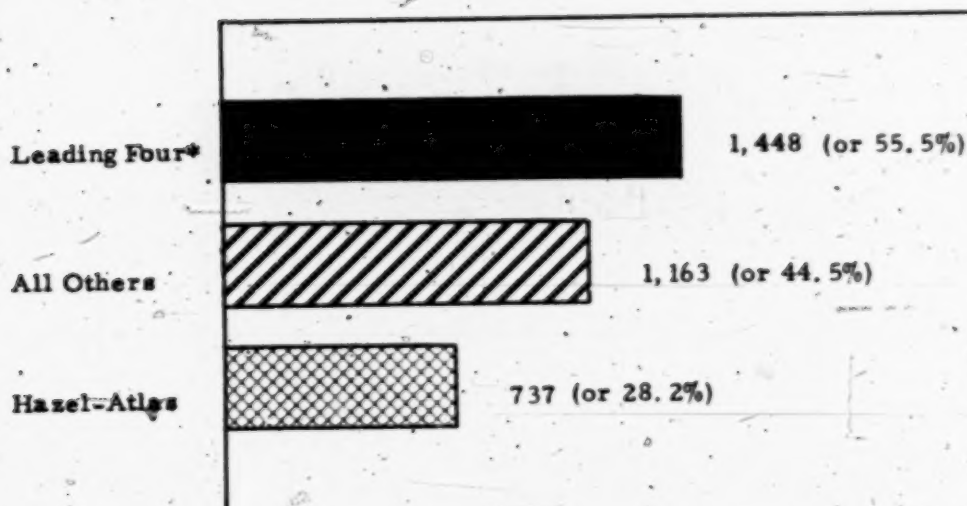
GLASS CONTAINER SHIPMENTS

1955

TOILETRIES AND COSMETICS - WIDE MOUTH
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 2,611



* 1. Owens-Illinois Company

2. Anchor-Hocking Glass Corp.

3. Hazel-Atlas

4. Krox Glass Inc.

6.8 Breakaway 3.1
20.2 Metro 1.2
28.2
.3

Source: Glass Container Manufacturers Institute.
United States Total from Bureau of the
Census, Facts For Industry, Glass
Containers Summary 1956, Series-M77C.

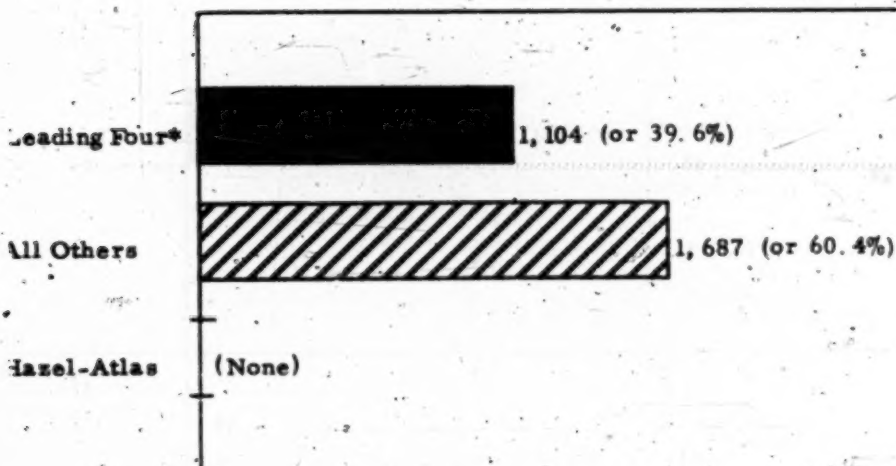
GLASS CONTAINER SHIPMENTS

1955

DAIRY PRODUCTS
LEADING FOUR COMPANIES AND ALL OTHERS
HAZEL-ATLAS SHARE

(Thousands of Gross)

TOTAL 2, 791



- * 1. Owens-Illinois Company
 2. Anchor-Hocking Glass Corp.
 3. Hazel-Atlas
 4. Knox Glass Inc.

33.5
 4
 6-1

4.5
 24.7
 9.9

Source: Glass Container Manufacturers Institute.
 United States Total from Bureau of the
 Census, Facts For Industry, Glass
 Containers Summary 1956, Series M77C.

[fol. 1354]

METAL CONTAINER SHIPMENTS
IN THE UNITED STATES

2886

fol. 1355]

The data for American Can, Continental Can and National Can Company, named in each of the charts of Group II, was secured individually from the above-named firms.

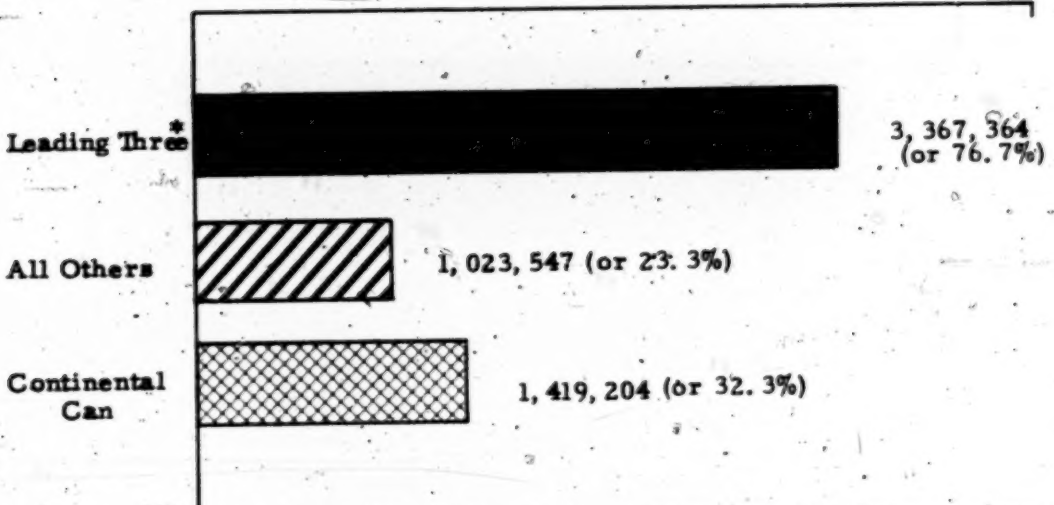
[fol. 1356]

METAL CAN SHIPMENTS

1955

TOTAL INDUSTRY
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 4, 390, 911 $\frac{1}{2}$ 

1/ This total includes firms making cans for their own use.

- * 1. American Can
2. Continental Can
3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

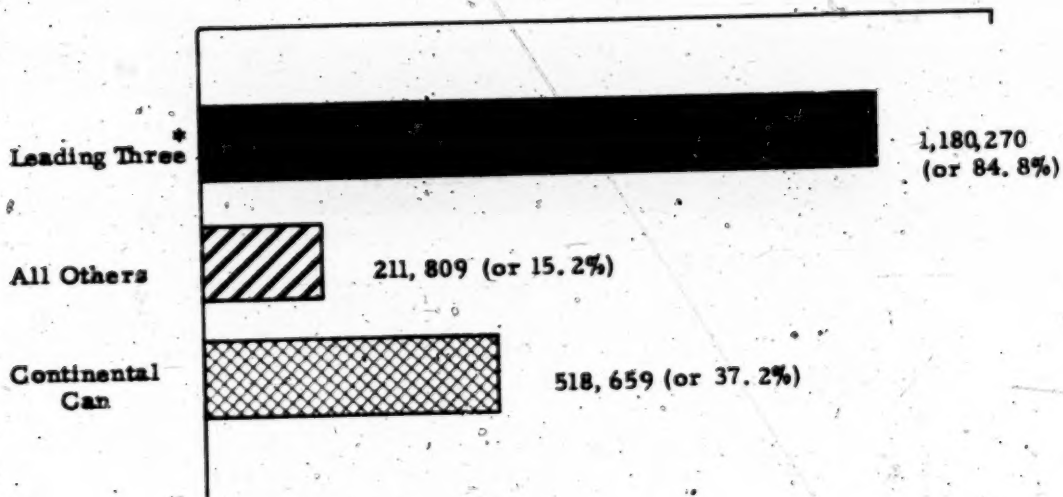
METAL CAN SHIPMENTS

1955

FRUIT AND VEGETABLE (INCLUDING JUICE)
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons).

TOTAL 1,392,079



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

[fol. 1358]

METAL CAN SHIPMENTS

1955

EVAPORATED AND CONDENSED MILK
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 245, 520

Leading Three*

40, 061 (or 16. 3%)

All Others

205, 459
(or 83. 7%)Continental
Can

39, 989 (or 16. 3%)

- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

METAL CAN SHIPMENTS

1955

OTHER DAIRY PRODUCTS
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 50,731

Leading Three*

42,799
(or 84.4%)

All Others

7,932 (or 15.6%)

Continental
Can

23,014 (or 45.4%)

- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

METAL CAN SHIPMENTS

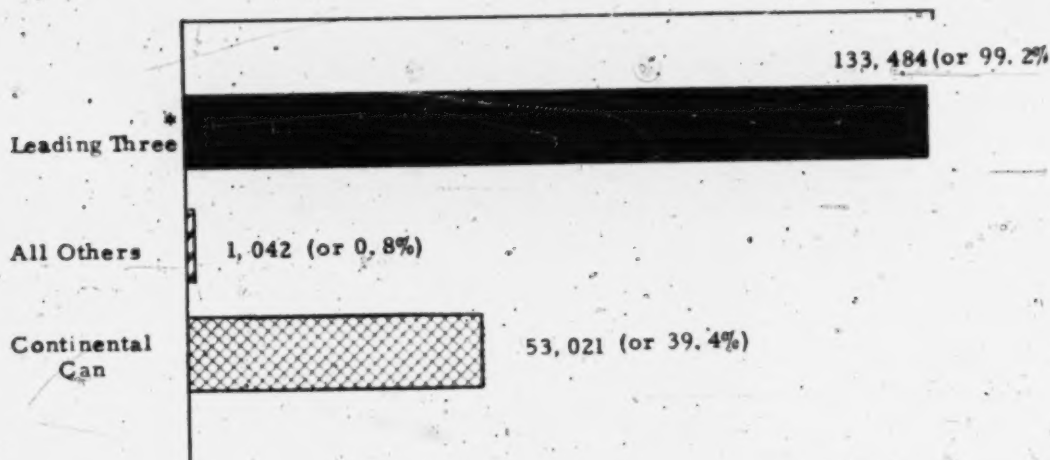
2891

1955

MEAT (INCLUDING POULTRY)
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 134,526



- * 1. American Can
2. Continental Can
3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

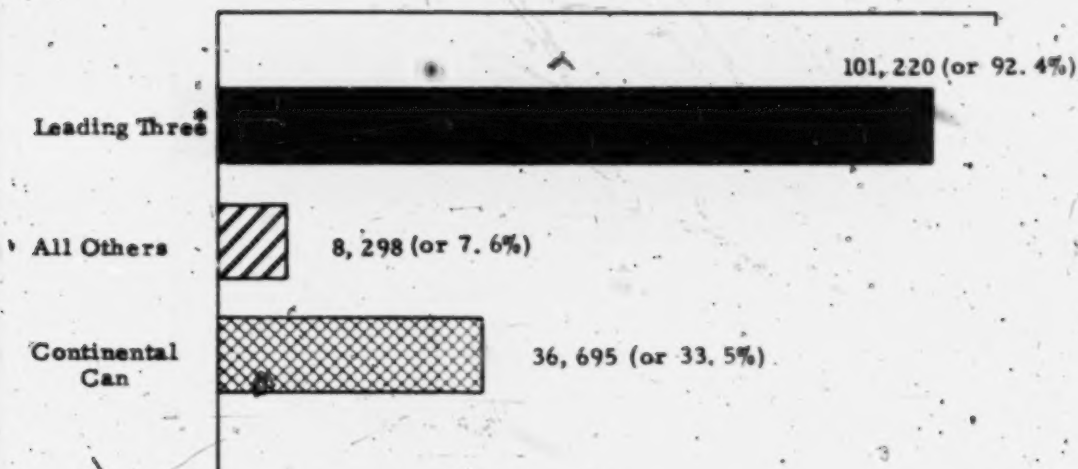
METAL CAN SHIPMENTS

1955

FISH AND SEAFOOD
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 109,518



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

METAL CAN SHIPMENTS

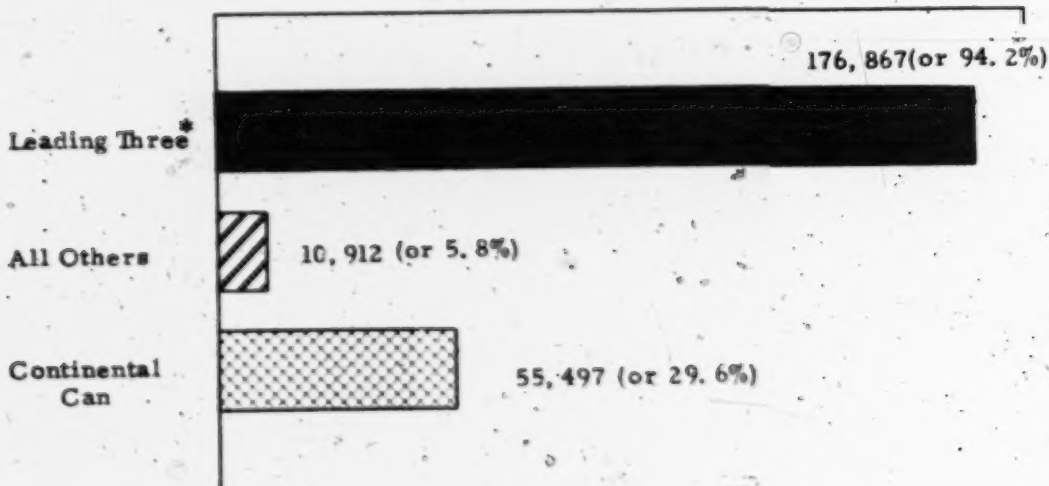
2893

1955

COFFEE
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 187, 779



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc., United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

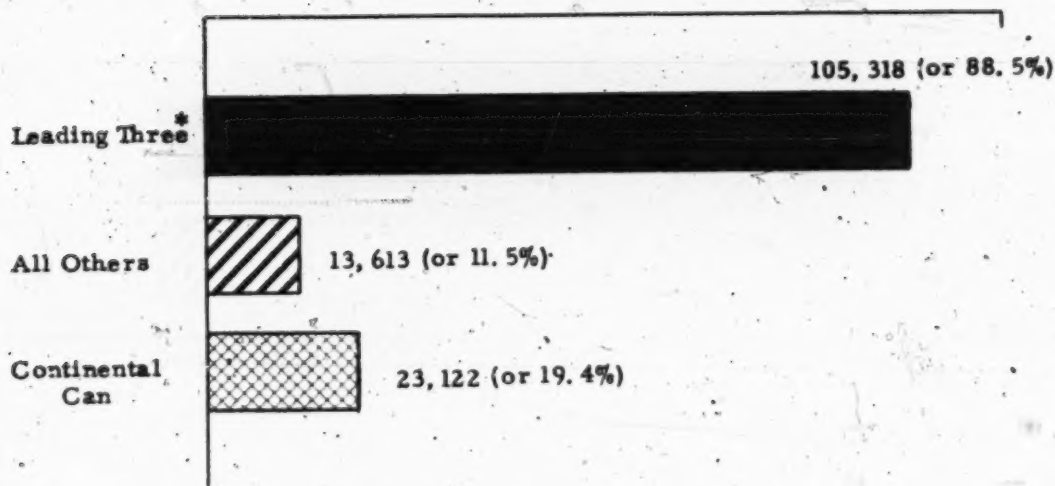
METAL CAN SHIPMENTS

1955

LARD AND SHORTENING
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 118, 931



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

[fol. 1364]

METAL CAN SHIPMENTS

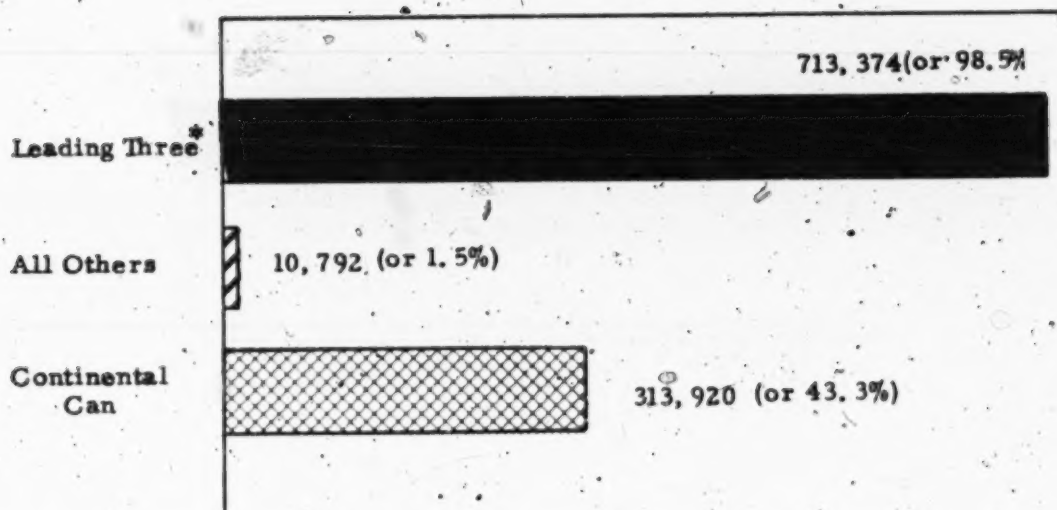
2895

1955

BEER LEADING THREE COMPANIES AND ALL OTHERS CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 724,166



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

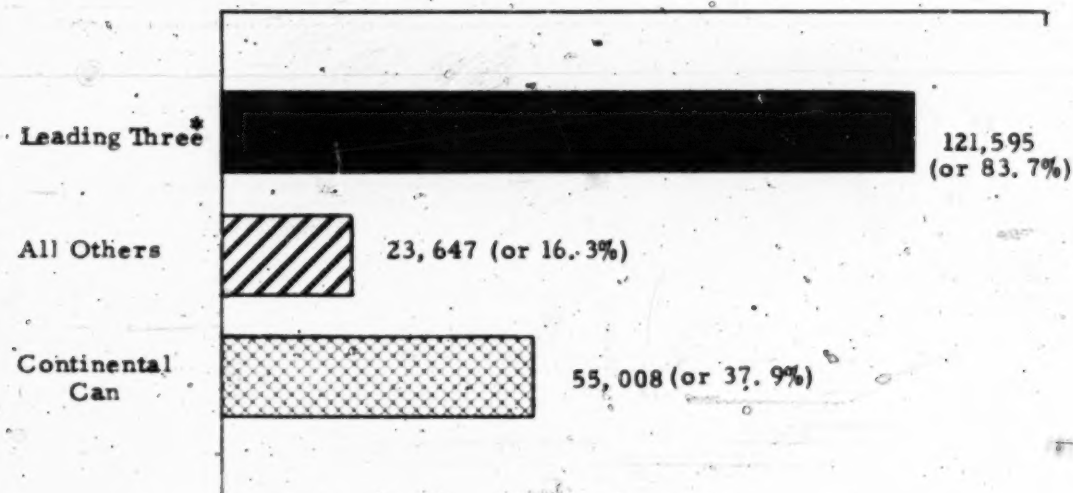
METAL CAN SHIPMENTS

1955

PET FOOD
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 145, 242



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

[fol. 1366]

METAL CAN SHIPMENTS

1955

OIL OPEN TOP (1 QT. AND 5 QT.)
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 290, 878

Leading Three*

241, 054
(or 82. 9%)

All Others

49, 824 (or 17. 1%)

Continental
Can

112, 184 (or 38. 6%)

- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United
States Total from Facts For Industry,
Metal Cans Summary, 1956, Series M75D,
Bureau of the Census, Industry Division.

2898

METAL CAN SHIPMENTS

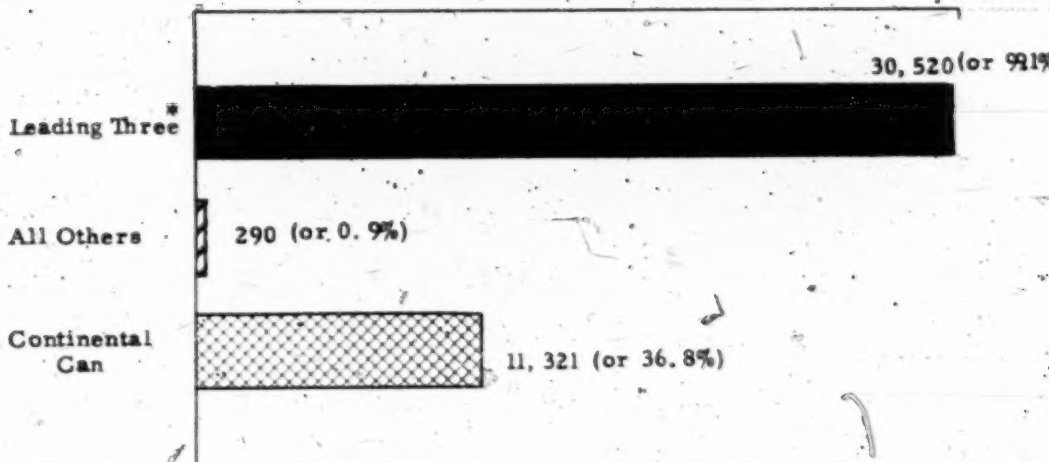
2899

1955.

SOFT DRINK
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 30, 810



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

METAL CAN SHIPMENTS

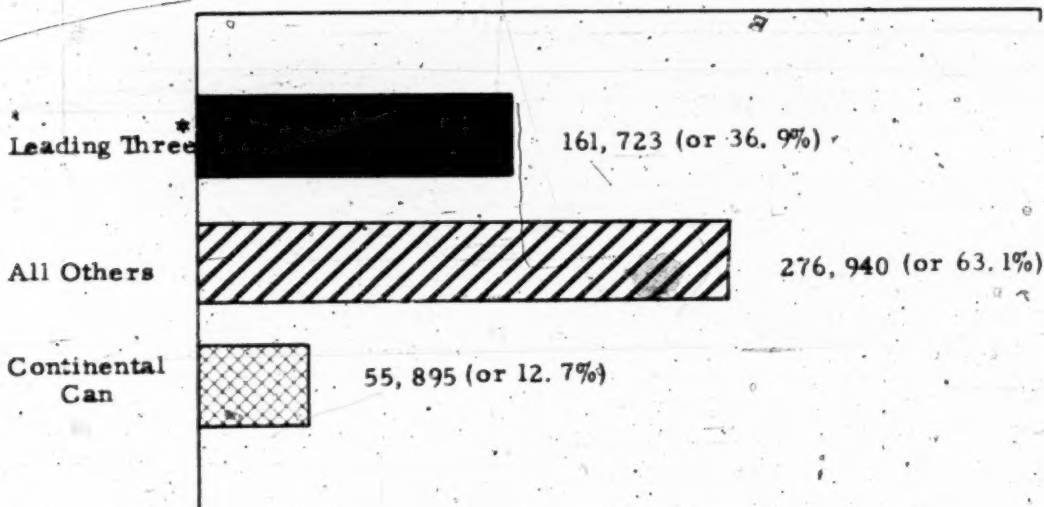
2900

1955

ALL OTHER FOOD, SOUP, BABY FOOD
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 438, 663



- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

METAL CAN SHIPMENTS

1955

ALL OTHER NON-FOODS
LEADING THREE COMPANIES AND ALL OTHERS
CONTINENTAL CAN SHARE

(Short Tons)

TOTAL 522, 068

Leading Three*

319, 079 (or 61.1%)

All Others

202, 989 (or 38.9%)

Continental
Can

120, 879 (or 23.1%)

- * 1. American Can
- 2. Continental Can
- 3. National Can Co.

Source: Can Manufacturers Institute, Inc. United States Total from Facts For Industry, Metal Cans Summary, 1956, Series M75D, Bureau of the Census, Industry Division.

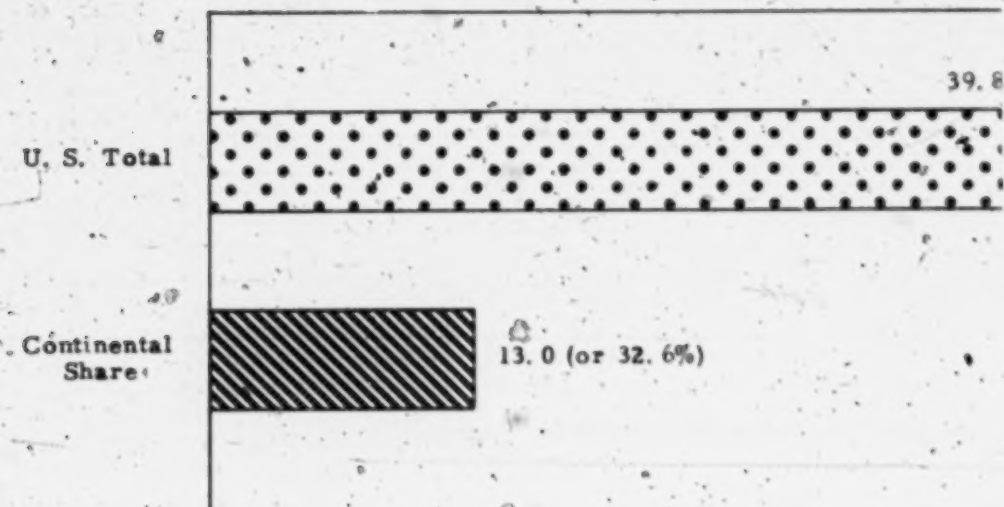
TOTAL METAL-CONTAINER SHIPMENTS AND
CONTINENTAL CAN PARTICIPATION 2903

1955

ALL TYPES

TOTAL U. S.

(Billions of Units)*



* Rounded to nearest Hundred Million.

Source: U. S. Total from the Bureau of the Census, Facts for Industry, Metal Container Summary, 1956 Series M75D exclusive of the Hawaiian Island shipments. The total deducted for Hawaii 93,088 short tons for 1955.

1955

2004

TOTAL METAL CONTAINER SHIPMENTS AND CONTINENTAL CAN PARTICIPATION

1955

ALL TYPES

WEST OF ROCKIES *

(Billions of Units) **

Regional
Total



9.2

Continental
Share



2.5 27.6
3.3 (or 24.2%)

* States included Washington, Oregon, California, Idaho, Nevada, Utah and Arizona.

** Rounded to nearest Hundred Million.

Source: U. S. Total from the Bureau of the Census, Facts for Industry, Metal Container Summary, 1956 Series M75D exclusive of the Hawaiian Island shipments. The total deducted for Hawaii 93,088 short tons for 1955.

See following page for regional statistics and method of computation.

West of the RockiesAll Types

On a tonnage basis the West of the Rockies market area statistics were computed by subtracting the Hawaiian Islands metal can shipments for each end use category (shipments of American Can Co. plants in Hawaii) from the metal can statistics covering the west geographic area (States of Washington, Oregon and California) for 1955 as published in the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75D. Statistical data furnished the Department in base boxes of tin plate was converted to a tonnage basis by using conversion factors as published in the Facts for Industry, Metal Cans Summary, Series M75D.

Since the west geographic area in the Bureau of the Census, Facts for Industry tabulations includes the States of Washington, Oregon and California, the shipments from Utah can plants were included in the West of the Rockies market area. In the other States located west of the eastern boundaries of Idaho, Utah and Arizona there were no can manufacturing plants in 1955.

As mentioned above the computations dividing the East and West areas was accomplished on a tonnage basis. The tonnage was then converted to thousands of units by multiplying the number of cans which might have been produced for each end use category from one short ton of steel consumed (See Annual Report of Steel and Tin Consumed in Metal Cans published by the Can Manufacturers Institute, Inc. for 1947-1956, pages 9 and 10) and applied to the West tonnage.

The conversion factors used for 1955 in converting one ton of steel to can units were as follows:

- (a) food containers 9237 units
- (b) beer containers 10161 units
- (c) soft drink containers 11167 units
- (d) non-food* containers 7681 units

The sum of food, beer, soft drink and non-food containers, on a unit basis, equal the U. S. total of all types of containers West of the Rockies.

* Non-food containers include:

- (a) pet food
- (b) oil, open top (1 qt. and 5 qt.)
- (c) all other non-food

[fol. 1374]

2906

**TOTAL METAL CONTAINER SHIPMENTS AND
CONTINENTAL CAN PARTICIPATION**

1955

*** ALL TYPES**

EAST OF ROCKIES

(Billions of Units)*

Regional
Total



30.6

Continental
Share



10.4 34.1
~~10.7~~ (or ~~35.0%~~)

* Rounded to nearest Hundred Million.

Source: U. S. Total from the Bureau of the Census,
Facts for Industry, Metal Container Summary,
1956 Series M75D exclusive of the Hawaiian
Island shipments.

See following page for regional statistics and
method of computation.

East of the RockiesAll Types

Metal can shipments, by end use categories, for West of the Rockies market area, was subtracted from the Continental U. S. total (exclusive of the Hawaiian Islands), to get the volume applicable to East of the Rockies market area, on a tonnage basis. The tonnage was then converted to thousands of units by multiplying the number of cans which might have been produced for each end use category from one short ton consumed (See Annual Report of Steel and Tin Consumed in Metal Cans published by the Can Manufacturers Institute, Inc. for 1947-1956, pages 9 and 10) and applied to the East tonnage.

The conversion factors used for 1955 in converting one ton of steel to can units were as follows:

- (a) food containers 9237 units
- (b) beer containers 10161 units
- (c) soft drink containers 11167 units
- (d) non-food* containers 7681 units

The sum of food, beer, soft drink and non-food containers, on a unit basis, equal the U. S. total of all types of containers East of the Rockies.

* Non-food containers include:

- (a) pet food
- (b) oil, open top (1 qt. and 5 qt.)
- (c) all other non-food

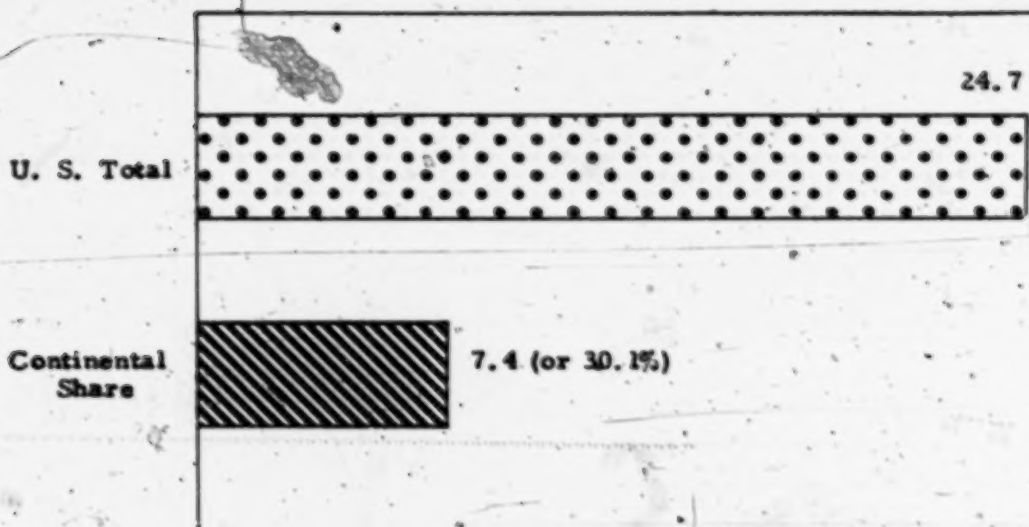
TOTAL METAL CONTAINER SHIPMENTS
AND CONTINENTAL CAN PARTICIPATION

1955

FOOD

TOTAL U. S. *

(Billions of Units)**



* Continental U. S.

** Rounded to nearest Hundred Million.

Source: U. S. total from the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75D, exclusive of Hawaiian Island shipments the total tonnage deducted amounted to 93,044 short tons for 1955. Data for Continental share from DP 2134 through DP 2167.

TOTAL METAL CONTAINER SHIPMENTS AND CONTINENTAL CAN PARTICIPATION

2009

1955

FOOD

WEST OF ROCKIES*

(Billions of Units)**

Regional
Total

7.4

Continental
Share

2.0

1.7 (or 23.3%)

- * States included Washington, Oregon, California, Idaho, Nevada, Utah and Arizona.

** Rounded to nearest Hundred Million.

Source: U. S. Total is from the Bureau of the Census, Facts for Industry, Metal Cans Summary, Series M75D, less Hawaiian Island shipments. The total deducted for Hawaii 93, 044 short tons for 1955. Data for Continental Can Company is from DP 2134 through DP 2167.

See following page for regional statistics and method of computation.

Notes Applicable to Metal Can Charts for 1955**West of the Rockies****Food**

On a tonnage basis the West of the Rockies market area statistics were computed by subtracting the Hawaiian Islands metal can shipments for each end use category (shipments of American Can Co. plants in Hawaii) from the metal can statistics covering the west geographic area (States of Washington, Oregon and California) for 1955 as published in the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75D. Statistical data furnished the Department in base boxes of tin plate was converted to a tonnage basis by using conversion factors as published in the Facts for Industry, Metal Container Summary, Series M34D.

Since the west geographic area in the Bureau of the Census, Facts for Industry tabulations includes the States of Washington, Oregon and California, the shipments from Utah can plants were included in the West of the Rockies market area. In the other States located west of the eastern boundaries of Idaho, Utah and Arizona there were no can manufacturing plants in 1955.

The tonnage for the food group was then converted to thousands of units by multiplying the number of cans which might have been produced from one short ton of steel consumed (See Annual Reports of Steel and Tin Consumed in Metal Cans published by the Can Manufacturers Institute, Inc. for 1947-1954, pages 9 and 10).

The conversion factor used for 1955 to convert the food group tonnage to units was 9237 units per short ton.

Food containers include the following commodity categories:

- (a) fruit and vegetable
- (b) evaporated milk
- (c) other dairy products
- (d) fish and seafood
- (e) meat
- (f) lard and shortening
- (g) all other food (including soup and baby food)
- (h) coffee

TOTAL METAL CONTAINER SHIPMENTS AND CONTINENTAL CAN PARTICIPATION

2011

1955

FOOD

EAST OF ROCKIES.

(Billions of Units)*

Regional
Total

17.3

Continental
Share

5.5 31.5
5.7 (or 33.0%)

* Rounded to nearest Hundred Million.

Source: U. S. Total is from the Bureau of the Census, Facts for Industry, Metal Cans Summary, Series M75D, less Hawaiian Island shipments. Data for Continental Can Company is from DP 2134 through DP 2167.

See following page for regional statistics and method of computation.

2912

East of the RockiesFood

The East of the Rockies shipments was accomplished by subtracting West of the Rockies tonnage from U. S. Total (exclusive of the Hawaiian Islands). The tonnage was then converted to thousands of units by multiplying the number of cans which might have been produced from one short ton of steel consumed (See Annual Reports of Steel and Tin Consumed in Metal Cans published by the Can Manufacturers Institute, Inc. for 1947-1956, pages 9 and 10).

The conversion factor used for 1955 to convert the food group tonnage to units was 9237 units per short ton.

Food containers include the following commodity categories:

- (a) fruit and vegetable
- (b) evaporated milk
- (c) other dairy products
- (d) fish and seafood
- (e) meat
- (f) lard and shortening
- (g) all other food (including soup and baby food)
- (h) coffee

TOTAL METAL CONTAINER SHIPMENTS AND CONTINENTAL CAN PARTICIPATION

1955

2913

NON-FOOD

TOTAL U. S.*

(Billions of Units)**

Total U. S.



7.4

Continental
Share

2.2 (or 30.1%)

* Continental U. S.

** Rounded to nearest Hundred Million.

Source: U. S. totals from the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M750, less Hawaiian Island shipments, the tonnage deducted for non-food amounting to 44 short tons for 1955. Data for Continental Can-Co. is from DP 2134 through DP 2167.

Non-food containers include:

- Pet food
- Oil, open top (1 qt. and 5 qt.)
- All other non-food

2914

TOTAL METAL CONTAINER SHIPMENTS AND CONTINENTAL CAN PARTICIPATION

1955

0

NON-FOOD

EAST OF ROCKIES

(Billions of Units) *

Regional
Total

6.8

Continental
Share

30.3

2.1 (or 30.5%)

* Rounded to nearest Hundred Million.

Source: U. S. total is from the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75D, less Hawaiian Island shipments. Data for Continental Can Co. is from DP 2134 through DP 2167.

See following page for regional statistics and method of computation.

East of the RockiesNon-Food

The East of the Rockies shipments was accomplished by subtracting West of the Rockies tonnage from the U. S. total (exclusive of Hawaiian Islands). The tonnage was then converted to thousands of units by multiplying the number of cans which might have been produced from one short ton of steel consumed (See Annual Reports of Steel and Tin Consumed in Metal Cans published by the Can Manufacturers Institute, Inc. for 1947-1956, pages 9 and 10). The conversion factor used for 1955 to convert the non-food group tonnage to units was 7,681 units per short ton. Non-food containers include the following commodity categories: pet food; oil, open top (1 qt. and 5 qt.); all other non-food.

On a tonnage basis the West of the Rockies market area statistics were computed by subtracting the Hawaiian Islands metal can shipments for each end use category (shipments of American Can Co. plants in Hawaii) from the metal can statistics covering the west geographic area (States of Washington, Oregon and California) for 1955 as published in the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75D. Statistical data furnished the Department in base boxes of tin plate was converted to a tonnage basis by using conversion factors as published in the Facts for Industry, Metal Container Summary, Series M75D.

Since the west geographic area in the Bureau of the Census, Facts for Industry tabulations includes the States of Washington, Oregon and California, the shipments from Utah can plants were included in the West of the Rockies market area. In the other States located west of the eastern boundaries of Idaho, Utah and Arizona there were no can manufacturing plants in 1955.

The tonnage was then converted to units by the same method as mentioned above.

[fol. 1384]

2916

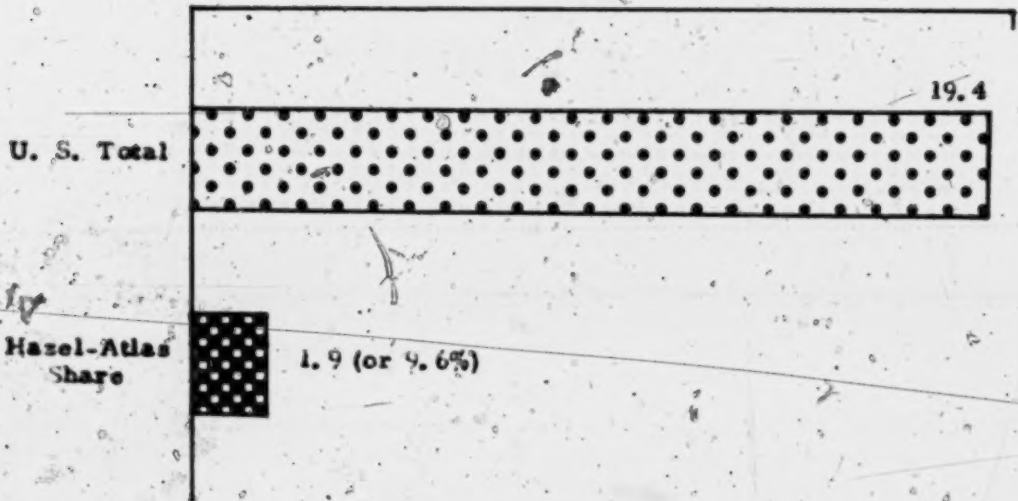
TOTAL GLASS CONTAINER SHIPMENTS
AND HAZEL-ATLAS PARTICIPATION

1955

ALL TYPES

TOTAL U. S.

(Billions of Units)*



* Rounded to nearest Hundred Million.

Source: U. S. totals are from the Bureau of the Census, Facts for Industry, Glass Containers Summary, Series M32G4. Hazel-Atlas figures derived from Interrogatory No. 13.

[fol. 1385]

**TOTAL GLASS CONTAINER SHIPMENTS AND
HAZEL-ATLAS PARTICIPATION**

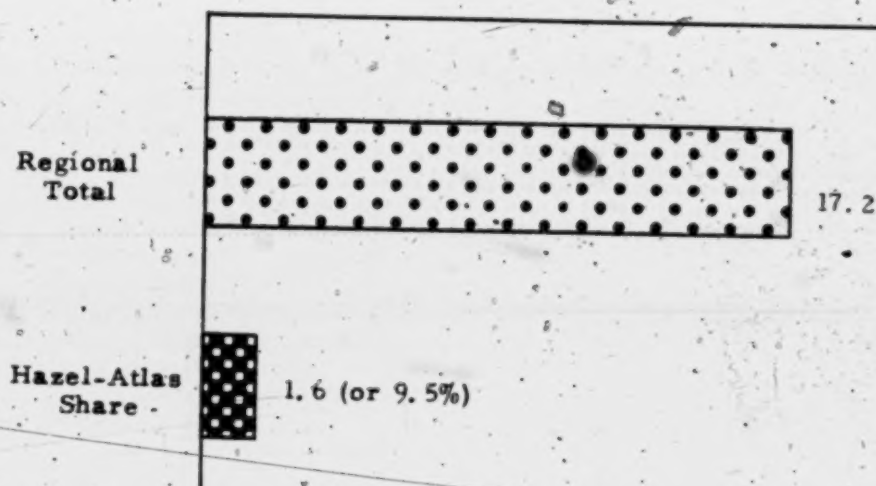
2917

1955

ALL TYPES

EAST OF ROCKIES

(Billions of Units)*



* Rounded to nearest Hundred Million.

Source: U. S. Total is from the Bureau of the Census, Facts for Industry, Glass Containers Summary, Series M32G. Data for Hazel-Atlas from Interrogatory Number 13.

See following page for regional source and method of computation.

Notes Applicable to Glass Containers for 1955

East of the Rockies

All Types

Data for East of the Rockies was accomplished by subtracting the total for West of the Rockies from the Continental United States total.

Containers included in the non-food group are both narrow neck and wide mouth glass containers used for household and industrial, toiletries and cosmetics, and medicinal and health supplies.

Data for the Continental Can Company, Hazel-Atlas Division are from the answers to Plaintiff's Interrogatory No. 13. The information furnished reflects sales to customers rather than actual shipments. Plants and warehouses alike are treated as shipping points to which sales are attributed, and inter-plant shipments are eliminated. The data also contains a small amount of export sales plus other minor variations resulting from lost or misplaced data cards and the use of different methods of handling the cards. For a more detailed description of these variations see pages 1 through 4 of the answer to Plaintiff's Interrogatory No. 13. For these reasons the figures set forth in the answer to Plaintiff's Interrogatory No. 13 do not exactly coincide with the statistical shipment data the Hazel-Atlas Glass Company furnished the Glass Containers Manufacturers Institute, Inc. which the Government used in Folder "A" Statistical Tables. In most instances these differences are minor.

**TOTAL GLASS CONTAINER SHIPMENTS AND
HAZEL-ATLAS PARTICIPATION****2919****1955****ALL TYPES****WEST OF ROCKIES *****(Billions of Units)****Regional
Total.****2.1 ******Hazel-Atlas
Share****0.23 *** (or 11.0%)**

* States included Washington, Oregon, California, Idaho, Nevada, Utah and Arizona.

** Rounded to nearest Hundred Million.

*** Rounded to nearest Ten Million.

Source: U. S. Total from the Bureau of the Census, Facts for Industry, Glass Containers Summary, Series M32G. Data for Hazel-Atlas from Interrogatory Number 13.

See following page for regional source and method of computation.

West of the RockiesAll Types

The computation of West of the Rockies statistics included domestic shipments of glass containers by food, non-food, beer, beverage categories and were consolidated for those companies operating and shipping glass from plants West of the Rockies. This tabulation included the following companies operating plants in the States of Washington, Oregon and California.

Anchor Hocking Glass Co. (its subsidiary Maywood Glass Co.)
Ball Bros. Co.
Glass Containers Corp. (its subsidiary United Can and Glass Co.)
Continental Can Co., Hazel-Atlas Division
Alexander Kerr & Co.; Inc.
Litchford Glass Co.
Northwestern Glass Co.
Owens-Illinois Glass Co.
Thatcher Glass Manufacturing Co.

Containers included in the non-food group are both narrow neck and wide mouth glass containers used for household and industrial, toiletries and cosmetics, and medicinal and health supplies.

Data for the Continental Can Co., Hazel-Atlas Division are from the answers to Plaintiff's Interrogatory No. 13. The information furnished reflects sales to customers rather than actual shipments. Plants and warehouses alike are treated as shipping points to which sales are attributed, and inter-plant shipments are eliminated. The data also contains a small amount of export sales plus other minor variations resulting from lost or misplaced data cards and the use of different methods of handling the cards. For a more detailed description of these variations see pages 1 through 4 of the answer to Plaintiff's Interrogatory No. 13. For these reasons the figures set forth in the answer to Plaintiff's Interrogatory No. 13 do not exactly coincide with the statistical shipment data the Hazel-Atlas Company furnished the Glass Containers Manufacturers Institute, Inc. which the Government used in Folder "A" Statistical Tables. In most instances these differences are minor.

Company data from:

- (a) Glass Container Manufacturers Institute.
- (b) Answer to Plaintiff's Interrogatory No. 13.
- (c) Copies of monthly reports Series M 77 C made by Owens-Illinois Glass Co. to the Bureau of the Census covering the year 1955.
- (d) Letter dated March 2, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from William J. Green, President, Thatcher Glass Manufacturing Co.
- (e) Letter dated April 29, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from William A. Kerr, Vice President, Finance, Alexander H. Kerr & Co., Inc.
- (f) Letter dated February 22, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from Alexander M. Bracken, Vice President and General Counsel Ball Brothers Company.

[fol. 1390]

2922

**TOTAL GLASS CONTAINER SHIPMENTS
AND HAZEL-ATLAS PARTICIPATION**

1955

FOOD

TOTAL U. S.*

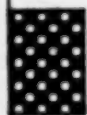
(Billions of Units)**

U. S. Total



8.0

Hazel-Atlas
Share



0.9 (or 11.5%)

* Continental U. S.

** Rounded to nearest Hundred Million.

Source: U. S. total from the Bureau of the Census,
Facts for Industry, Glass Containers Summary,
Series M77C. Data for Hazel-Atlas share from
Answer to Government's Interrogatory No. 13.

[F.S. 1391] - *

**TOTAL GLASS CONTAINER SHIPMENTS AND
HAZEL-ATLAS PARTICIPATION 2923**

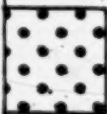
1955

FOOD

WEST OF ROCKIES *

(Billions of Units) **

Regional
Total



1.2

Hazel-Atlas
Share



0.2 (or 13.2%)

* States included Washington, Oregon, California, Idaho, Nevada, Utah and Arizona.

** Rounded to nearest Hundred Million.

Source: U. S. Total from the Bureau of the Census, Facts for Industry; Glass Containers Summary, Series M32G. Data for Hazel-Atlas from Interrogatory Number 13.

See following page for regional source and method of computation.

2924

FoodWest of the Rockies

The computation of West of the Rockies statistics included domestic shipments of glass containers by food categories and were consolidated for those companies operating and shipping glass from plants West of the Rockies. This tabulation included the following companies operating plants in the States of Washington, Oregon and California.

Anchor Hocking Glass Co. (for its subsidiary Maywood Glass Co.)
Ball Bros. Co.
Glass Containers Corp. (its subsidiary United Can and Glass Co.)
Continental Can Company, Hazel-Atlas Division
Alexander Kerr & Co., Inc.
Litchford Glass Co.
Northwestern Glass Co.
Owens-Illinois Glass Co.
Thatcher Glass Manufacturing Co.

Included in the food group of glass containers are both narrow neck and wide mouth food, dairy products and packers tumblers.

Data for the Continental Can Company, Hazel-Atlas Division are from the answer to Plaintiff's Interrogatory No. 13. The information furnished reflects sales to customers rather than actual shipments. Plants and warehouses alike are treated as shipping points to which sales are attributed, and inter-plant shipments are eliminated. The data also contains a small amount of export sales plus other minor variations resulting from lost or misplaced data cards and the use of different methods of handling the cards. For a more detailed description of these variations see pages 1 through 4 of the answer to Plaintiff's Interrogatory No. 13. For these reasons the figures set forth in the answer to Plaintiff's Interrogatory No. 13 do not exactly coincide with the statistical shipment data the Hazel-Atlas Glass Company furnished the Glass Containers Manufacturers Institute, Inc. which the Government used in Folder "A" Statistical Tables. In most instances these differences are minor.

Company data from:

- (a) Glass Container Manufacturers Institute.
- (b) Answer to Plaintiff's Interrogatory No. 13.
- (c) Copies of monthly reports Series M 77 C made by Owens-Illinois Glass Co. to the Bureau of the Census covering the year 1955.
- (d) Letter dated March 2, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from William J. Green, President, Thatcher Glass Manufacturing Co.
- (e) Letter dated April 19, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from William A. Kerr, Vice President, Finance, Alexander H. Kerr & Co., Inc.
- (f) Letter dated February 22, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from Alexander M. Bracken, Vice President and General Counsel Ball Brothers Company.

[fol. 1394]

**TOTAL GLASS CONTAINER SHIPMENTS AND
HAZEL-ATLAS PARTICIPATION**

2026

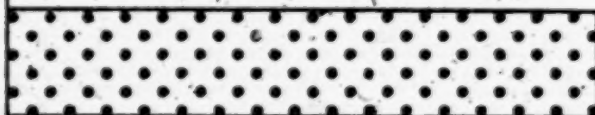
1955

FOOD

EAST OF ROCKIES

(Billions of Units)*

**Regional
Total**



6.9

**Hazel-Atlas
Share**



0.7 (or 10.9%)

* Rounded to nearest Hundred Million.

Source: U.S. Total from Bureau of the Census, Facts for Industry, Glass Containers Summary, Series M32G. Data for Hazel-Atlas is from Interrogatory Number 13.

See following page for regional source and method of computation:

FoodEast of the Rockies

Data for East of the Rockies was accomplished by subtracting the total for the Food group West of the Rockies from the Continental United States total for Food.

Included in the food group of glass containers are both narrow neck and wide mouth food, dairy products and packers tumblers.

Data for the Continental Can Company, Hazel-Atlas Division are from the answers to Plaintiff's Interrogatory No. 13. The information furnished reflects sales to customers rather than actual shipments. Plants and warehouses alike are treated as shipping points to which sales are attributed, and inter-plant shipments are eliminated. The data also contains a small amount of export sales plus other minor variations resulting from lost or misplaced data cards and the use of different methods of handling the cards. For a more detailed description of these variations see pages 1 through 4 of the answer to Plaintiff's Interrogatory No. 13. For these reasons the figures set forth in the answer to Plaintiff's Interrogatory No. 13 do not exactly coincide with the statistical shipment data the Hazel-Atlas Glass Company furnished the Glass Containers Manufacturers Institute, Inc. which the Government used in Folder "A" Statistical Tables. In most instances these differences are minor.

**TOTAL GLASS CONTAINER SHIPMENTS
AND HAZEL-ATLAS PARTICIPATION**

2028

1955

NON-FOOD

TOTAL U. S.*

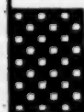
(Billions of Units)**

U. S. Total



6.4

**Hazel-Atlas
Share**



0.9 (or 11.6%)

* Continental U. S.

** Rounded to nearest Hundred Million.

Source: U. S. totals from the Bureau of the Census, Facts for Industry, Glass Containers Summary, Series M77C. Hazel-Atlas data from Defendant's Answer to Government's Interrogatory No. 13.

[fol. 1397]

**TOTAL GLASS CONTAINER SHIPMENTS
AND HAZEL-ATLAS PARTICIPATION**

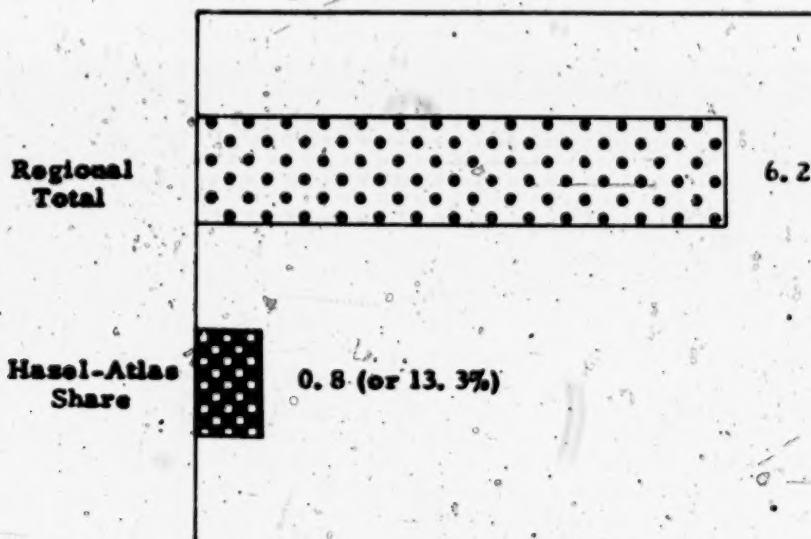
2929

1955

NON-FOOD

EAST OF ROCKIES

(Billions of Units) *



* Rounded to nearest Hundred Million.

Source: U. S. total from the Bureau of the Census, Facts for Industry, Glass Container Summary, Series M77C. Data for Hazel-Atlas from Defendant's Answer to Government's Interrogatory No. 13.

See following page for regional source and method of computation.

East of the RockiesNon-Food

Data for East of the Rockies was accomplished by subtracting the total for the non-food group West of the Rockies from the Continental United States total for non-food. Included in the non-food group of glass containers are both narrow neck and wide mouth glass containers used for household and industrial, toiletries and cosmetics, medicinal and health supplies.

The computation of West of the Rockies statistics included domestic shipments of glass containers by ^{non}food categories and were consolidated for those companies operating and shipping glass from plants West of the Rockies. This tabulation included the following companies operating plants in the States of Washington, Oregon and California:

Anchor-Hocking Glass Co. (for its subsidiary Maywood Glass Co.)
 Ball Bros. Co.
 Glass Containers Corp. (its subsidiary United Can and Glass Co.)
 Continental Can Company, Hazel-Atlas Division
 Alexander Kerr & Co., Inc.
 Litchford Glass Co.
 Northwestern Glass Co.
 Owens-Illinois Glass Co.
 Thatcher Glass Manufacturing Co.

Data for the Continental Can Co., Hazel-Atlas Division are from the Answer to Plaintiff's Interrogatory No. 13. The information furnished reflects sales to customers rather than actual shipments. Plants and warehouses alike are treated as shipping points to which sales are attributed, and inter-plant shipments are eliminated. The data also contains a small amount of export sales plus other minor variations resulting from lost or misplaced data cards and the use of different methods of handling the cards. For a more detailed description of these variations see pages 1 through 4 of the Answer to Plaintiff's Interrogatory No. 13. For these reasons the figures set forth in the Answer to Plaintiff's Interrogatory No. 13 do not exactly coincide with the statistical data the Hazel-Atlas Glass Company furnished the Glass Containers Manufacturers Institute, Inc., which the Government used in Folder "A" statistical tables. In most instances these differences are minor.

Company data from:

- (a) Glass Container Manufacturers Institute.
- (b) Answer to Plaintiff's Interrogatory No. 13.
- (c) Copies of monthly reports Series M77C made by Owens-Illinois Glass Co. to the Bureau of the Census covering the year 1955.
- (d) Letter dated March 2, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from William J. Green, President, Thatcher Glass Manufacturing Co.
- (e) Letter dated April 29, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from William A. Kerr, Vice President, Finance, Alexander H. Kerr & Co., Inc.
- (f) Letter dated February 22, 1960 to Robert A. Bicks, Acting Assistant Attorney General, Antitrust Division from Alexander M. Bracken, Vice President and General Counsel Ball Brothers Company.

IV. HISTORICAL GROWTH OF METAL
AND GLASS CONTAINER SHIPMENTS
EXPRESSED AS INDEX NUMBERS AND SHOWN AS A TREND

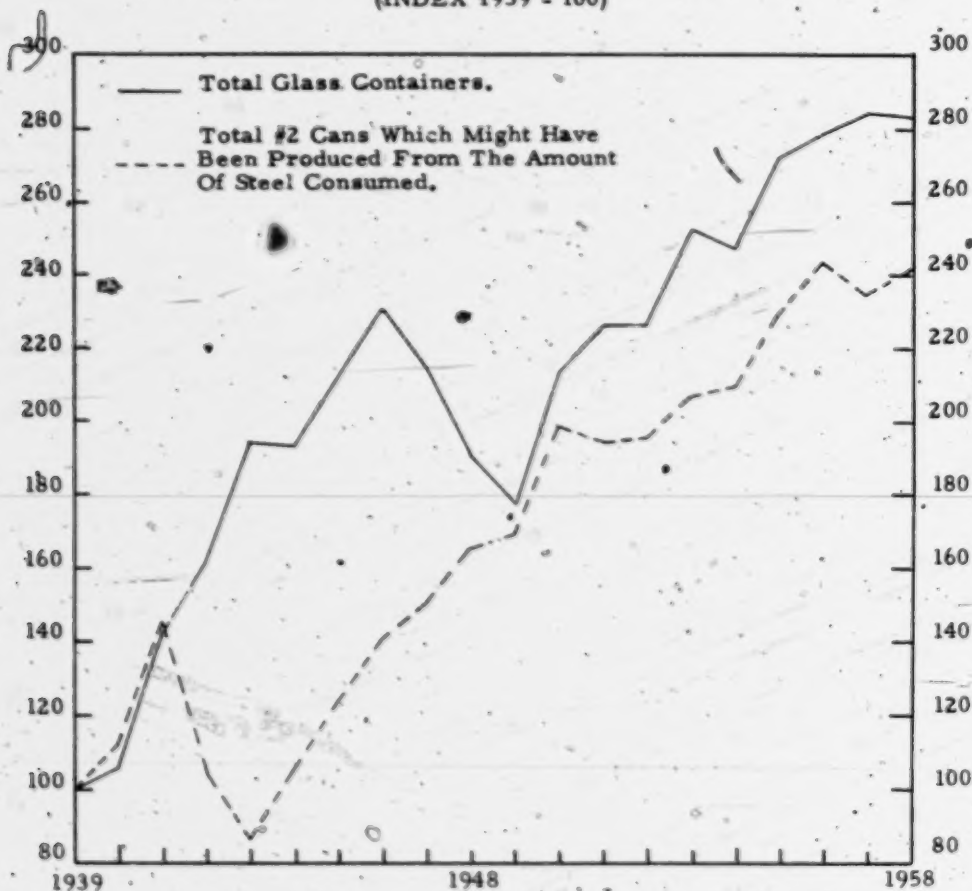
HISTORICAL GROWTH OF METAL AND GLASS CONTAINER SHIPMENTS EXPRESSED AS INDEX NUMBERS AND SHOWN AS A TREND

2932

ALL TYPES

1939 - 1958

(INDEX 1939 = 100)



Source: GLASS CONTAINERS U. S. Totals, 1939 through 1956 from Glass Container Manufacturers Institute, Inc., 1957 (page 47) 1957 - 1958 from Bureau of the Census Glass Containers Summary 1958, Series M32G. METAL CANS U. S. Totals, 1939 through 1957 from Can Manufacturers Institute (March 1949, page 6, 1947 - 1956, page 12, 1948 - 1957, page 10). 1958 from Bureau of the Census Metal Can Summary 1958, Series M34D.

**Historical Growth of All Types of Metal and Glass
Container Shipments, 1939 - 1958**
(thousands of gross)

2933

Year	Glass (Domestic)		Estimated Number #2 Cans Which Might Have Been Produced in U.S.	
	U.S. Total	Index No.	U.S. Total	Index No.
1939	49,366	100.0	119,444	100.0
1940	52,494	106.3	133,333	111.6
1941	69,408	140.6	172,917	144.8
1942	79,685	161.4	124,306	104.1
1943	95,518	193.5	102,083	85.5
1944	96,471	193.1	125,694	105.2
1945	104,007	210.7	147,917	123.8
1946	113,547	230.0	167,361	140.1
1947	105,681	214.1	179,167	150.0
1948	93,964	190.3	197,222	165.1
1949	87,450	177.1	201,389	168.6
1950	105,254	213.2	236,111	197.7
1951	111,676	226.2	231,250	193.6
1952	111,427	225.7	232,639	194.8
1953	124,404	252.0	246,528	206.4
1954	121,870	246.9	250,000	209.3
1955	134,424	272.3	272,222	227.9
1956	137,553	278.6	290,278	243.0
1957	139,952	283.5	279,168	233.7
1958	139,848	283.3	288,889	241.9

Source: Glass Containers — 1939-1956 from Glass Container Manufacturers Institute, Inc. 1957 (page 47); 1957-1958 from Bureau of the Census Glass Container Summary 1958, Series M32G.

Metal Cans — U. S. total 1939-1957 from Can Manufacturers Institute, Inc. March 1949 (page 6, 1939-1948); 1947-1956 (page 12, 1949-1954, page 8, 1955 and 1956); 1949-1958 (page 12, 1957 and 1958).

Note:

These index numbers have been test checked against index numbers developed on a tonnage basis. The resulting check revealed very minor differences of less than a point for each of the several years.

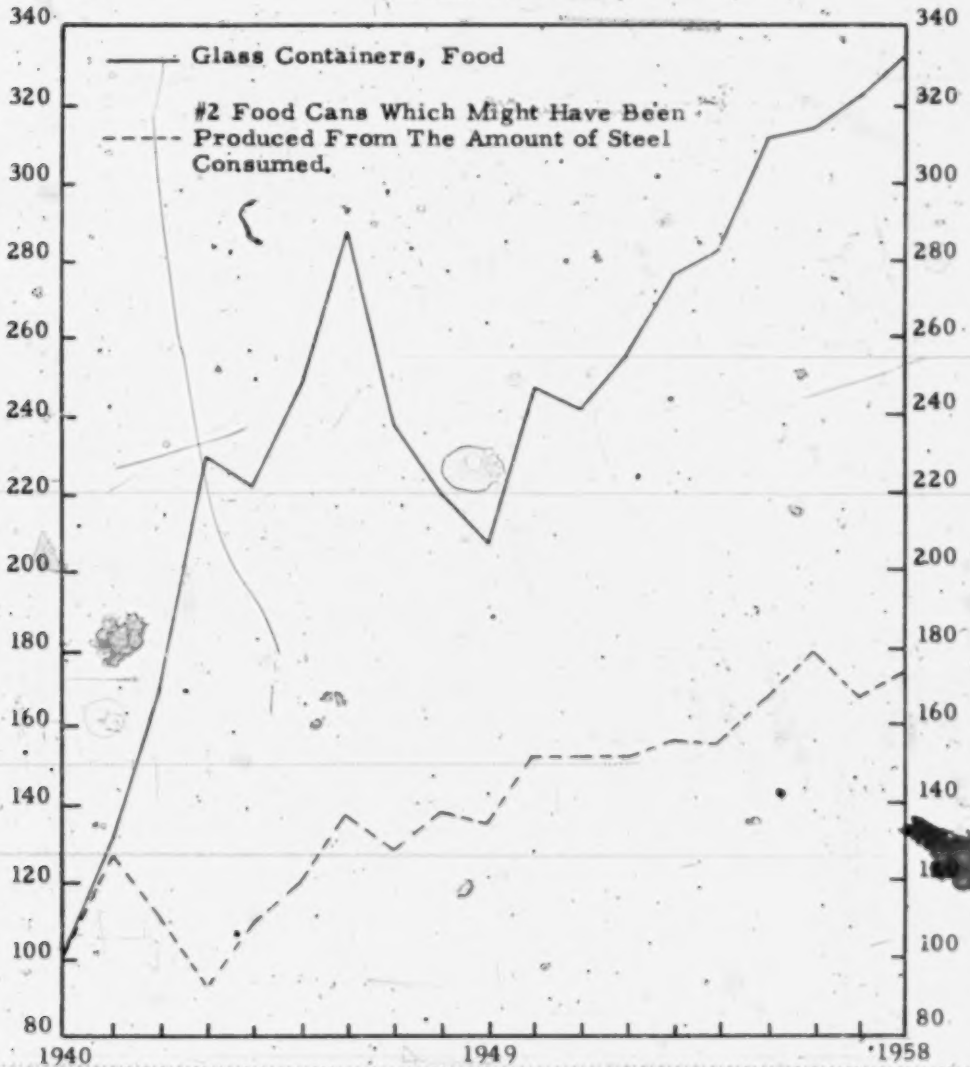
2934

HISTORICAL GROWTH OF METAL AND GLASS CONTAINER
SHIPMENTS EXPRESSED AS INDEX NUMBERS AND SHOWN AS A TREND

FOOD

1940 - 1958

(INDEX 1940 = 100)



Source: See Following Page..

Historical Growth of Metal and Glass Food Container Shipments, 1940 - 1958

2935

Year	Glass (Domestic)		Estimated Number #2 Cans Which Might Have Been Produced in U. S.	
	U.S. Total	Index No.	U.S. Total	Index No.
1940	17,968	100.0	102,083	100.0
1941	23,586	131.3	129,861	127.2
1942	30,271	168.5	114,583	112.2
1943	41,365	230.2	94,444	92.5
1944	39,878	221.9	111,111	108.8
1945	44,289	246.5	122,917	120.4
1946	51,647	287.4	139,583	136.7
1947	42,838	238.4	130,556	127.9
1948	39,542	220.1	140,972	138.1
1949	37,241	207.3	137,500	134.7
1950	44,430	247.3	154,861	151.7
1951	43,375	241.4	155,556	152.4
1952	45,842	255.1	154,861	151.7
1953	49,657	276.4	159,028	155.8
1954	50,609	281.7	158,333	155.1
1955	55,858	310.9	170,139	166.7
1956	56,413	314.0	182,639	178.9
1957	57,896	322.2	170,833	167.3
1958	59,700	332.3	176,389	172.8

Source: Glass Containers, Food — 1940-1957 from Glass Containers Manufacturers Institute, Inc. 1957 (page 47); 1958 from Bureau of the Census Glass Containers Summary 1958, Series M32G..

Metal Cans, Food — 1940-1951 from Quarterly Containers and Packaging - Spring 1952 (page 36, table 16). 1952-1958 from Bureau of the Census Metal Can Summaries 1952-1958, Series M34D.

Note:

These index numbers have been test checked against index numbers developed on a tonnage basis. The resulting check revealed several very minor differences of less than a point for each of the several years.

Note: Included in Food Containers:

Glass

Food, Narrow Neck and Wide Mouth

Dairy Products

Packers Tumblers and Home Canning Jars

Metal

Fruit & Vegetable (including juice)

Evaporated and condensed milk

Other Dairy Products

Meat (including poultry)

Fish and Seafood

Lard and shortening

Coffee

Soft Drinks

All Other Food including

soup and baby food.

[fol. 1404]

2936

Source: Glass Containers - Food 1940 - 1957

from Glass Container Manufacturers Institute, 1957 (page 47). 1958 from Bureau of the Census Glass Containers Summary, Series M32G.

Metal Containers - Food 1940 - 1951

from Quarterly Containers and Packaging - Spring 1952 (page 36, Table 16). 1952 - 1958 Bureau of Census Metal Can Summaries, Series M34D. Included in Food Containers, Glass: Food Narrow Neck and Wide Mouth, Dairy Products, Packaged Tumblers and Home Canning Jars. Metal: Fruit and Vegetable, including Juice, Evaporated and Condensed Milk, Other Dairy Products, Meat including Poultry, Fish and Seafood, Lard and Shortening, Coffee, Soft Drinks, All Other Food including Soup and Baby Food.

[fol. 1405]

2937

V METAL AND GLASS CONTAINER SHIPMENTS

2938

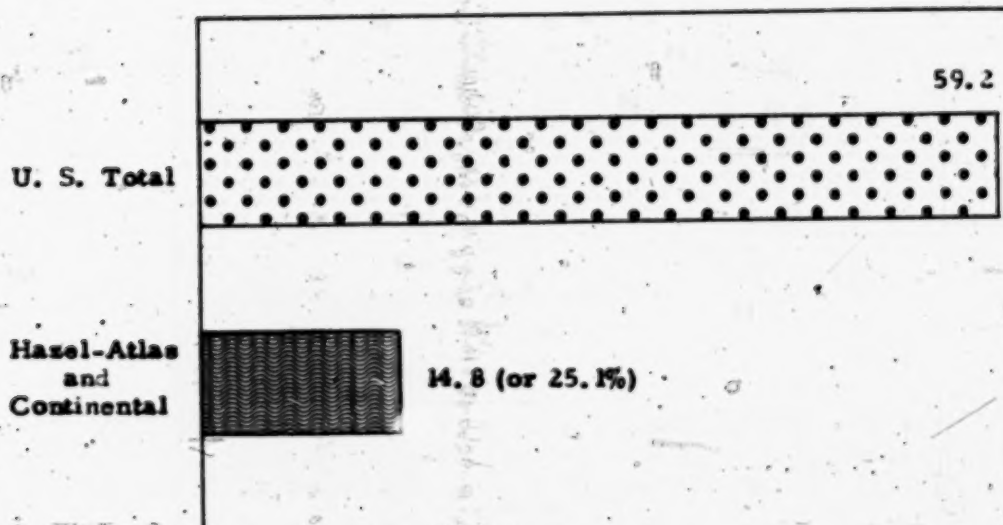
[fol. 1406]

**TOTAL GLASS AND METAL CONTAINER SHIPMENTS
AND HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION**

1955

ALL TYPES*

(Billions of Units)**



* Continental U. S.

** Rounded to nearest Hundred Million.

Source: This chart is a consolidation of Metal and Glass Containers for East and West Regions.

U. S. Metal shipment totals from the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75D, less Hawaiian Island shipments. Data for Continental Can from DP 2134 through DP 2167.

U. S. Glass shipment totals from the Bureau of the Census, Facts for Industry, Glass Container Summary, Series M77C. Data for Hazel-Atlas from Defendant's Answer to Government's Interrogatory No. 13.

[fol. 1407]

**TOTAL GLASS AND METAL CONTAINER SHIPMENTS AND
HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION**

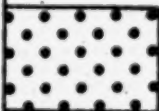
1955

ALL TYPES

WEST OF ROCKIES *

(Billions of Units) **

Regional
Total



11.3

Hazel-Atlas
and
Continental



2.8 24.5
2.5 (or 22.1%)

* States included Washington, Oregon, California, Idaho, Nevada, Utah and Arizona.

** Rounded to nearest Hundred Million.

Note: This chart is a consolidation of Glass and Metal Containers. See notes for Glass Containers and notes for Metal Containers.

2940

[fol. 1408]

TOTAL GLASS AND METAL CONTAINER SHIPMENTS AND HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION

1955

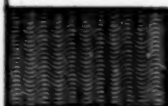
ALL TYPES

EAST OF ROCKIES

(Billions of Units)*

Regional
Total

47.8

Hazel-Atlas
and
Continental12.1 25.2
12.1 (or 25.0%)

* Rounded to nearest Hundred Million.

Note: This chart is a consolidation of Glass and Metal Containers. See notes for Glass Containers and notes for Metal Containers.

[fol. 1409]

2941

**TOTAL GLASS AND METAL CONTAINER SHIPMENTS
AND HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION**

1955

FOOD

TOTAL U. S. *

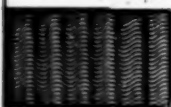
(Billions of Units)**

U. S. Total



32.8

Hazel-Atlas
and
Continental



8.4 25.5
~~8.3~~ (or 25.4%)

* Continental U. S.

** Rounded to nearest Hundred Million.

Source: This chart is a consolidation of Glass and Metal Containers for East and West Regions. U. S. Metal shipments from the Bureau of the Census, Facts for Industry, Metal Container Summary, Series M75C, less Hawaiian Island shipments. Continental Can data from EP 134 through EP 2167. U. S. Glass shipments from the Bureau of the Census, Facts for Industry, Glass Container Summary, Series M77C. Hazel-Atlas data from Defense Answer to Government's Interrogatory No. 13.

[fol. 1410] 2942

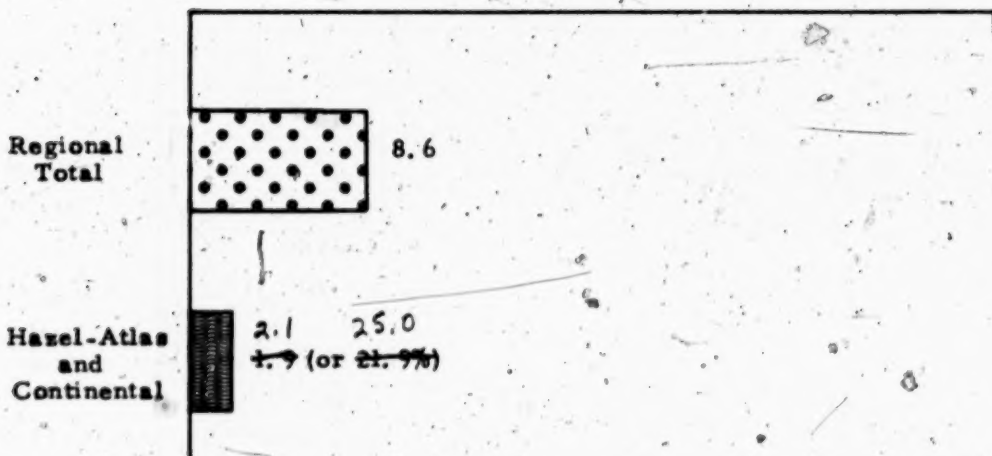
**TOTAL GLASS AND METAL CONTAINER SHIPMENTS AND
HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION**

1955

FOOD

WEST OF ROCKIES *

(Billions of Units) **



* States included Washington, Oregon, California, Idaho, Nevada, Utah and Arizona.

** Rounded to nearest Hundred Million.

Note: This chart is a consolidation of Glass and Metal Containers. See notes for Glass Containers and notes for Metal Containers.

2943

{fol. 1411}

TOTAL GLASS AND METAL CONTAINER SHIPMENTS AND HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION

1955

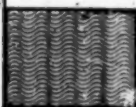
FOOD

EAST OF ROCKIES

(Billions of Units)*

Regional
Total

24.2

Hazel-Atlas
and
Continental6.2 25.6
6.5 (or 26.7%)

* Rounded to nearest Hundred Million.

**Note: This chart is a consolidation of Glass and
Metal Containers. See notes for Glass
Containers and notes for Metal Containers.**

**TOTAL GLASS AND METAL CONTAINER SHIPMENTS
AND HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION**

2944

1955

NON-FOOD

TOTAL U. S. *

(Billions of Units)**

U. S. Total

13.8

Hazel-Atlas
and
Continental

3.1 (or 22.3%)

* Continental U. S.

** Rounded to nearest Hundred Million.

Source: U. S. Metal shipments total from the Bureau of the Census, Facts for Industry, Metal Can Summary, Series M75D, less Hawaiian shipment of 44 short tons for 1955. U. S. Glass shipment total from the Bureau of the Census, Facts for Industry, Glass Container Summary, Series M77C. Hazel-Atlas data from Answer to Government's Interrogatory No. 13. Continental Can Co. data from DP 2134 through DP 2167. This chart is a consolidation of Glass and Metal Containers for East and West Regions.

TOTAL GLASS AND METAL CONTAINER SHIPMENTS AND HAZEL-ATLAS AND CONTINENTAL CAN PARTICIPATION

1955

2945

NON-FOOD

EAST OF ROCKIES

(Billions of Units) *

Regional
Total

13.0

Hazel-Atlas
and
Continental2.9 (or ^{22.2%}~~2.3%~~)

* Rounded to nearest Hundred Million.

Source: This chart is a consolidation of
Glass and Metal Containers in
East Region.

[fol. 1414]

**GLASS AND METAL CONTAINERS
LEADING GLASS AND METAL CONTAINER FIRMS**

2946

1955

**TOTAL SHIPMENTS
CONTINENTAL UNITED STATES**

**1/
59.134 BILLIONS OF CONTAINERS**

Big 6* Firms

70.1%

**1/
41.495**

All Others

29.9%

**1/
17.659**

- * 1. American Can Co. (Cans)
- 2. Continental Can Co. (Cans)
- 3. Owens-Illinois (Glass)
- 4. Anchor-Hocking (Glass)
- 5. National Can Co. (Cans)
- 6. Hazel-Atlas Co. (Glass)

1/ Rounded to Nearest Million.

Sources: See Following Page.

Sources: Glass, U. S. totals are from the Bureau of the Census, Facts for Industry, Glass Containers Summary, Series M32G. Company totals are from Glass Containers Manufacturers Institute, Inc.

Metal, U. S. and Company unit totals are the sum of all types of containers that were converted from base boxes of tin plate to short tons of steel by using Bureau of the Census conversion factors for metal cans, as published in the Facts for Industry, Metal Container Summary, Series M34D, then converted to (000) units by multiplying the number of cans which might have been produced from one short ton of steel consumed, (see Can Manufacturers Institute, Inc. for 1947-1956 and 1948-1957, pages 9 and 10, 11 and 12).

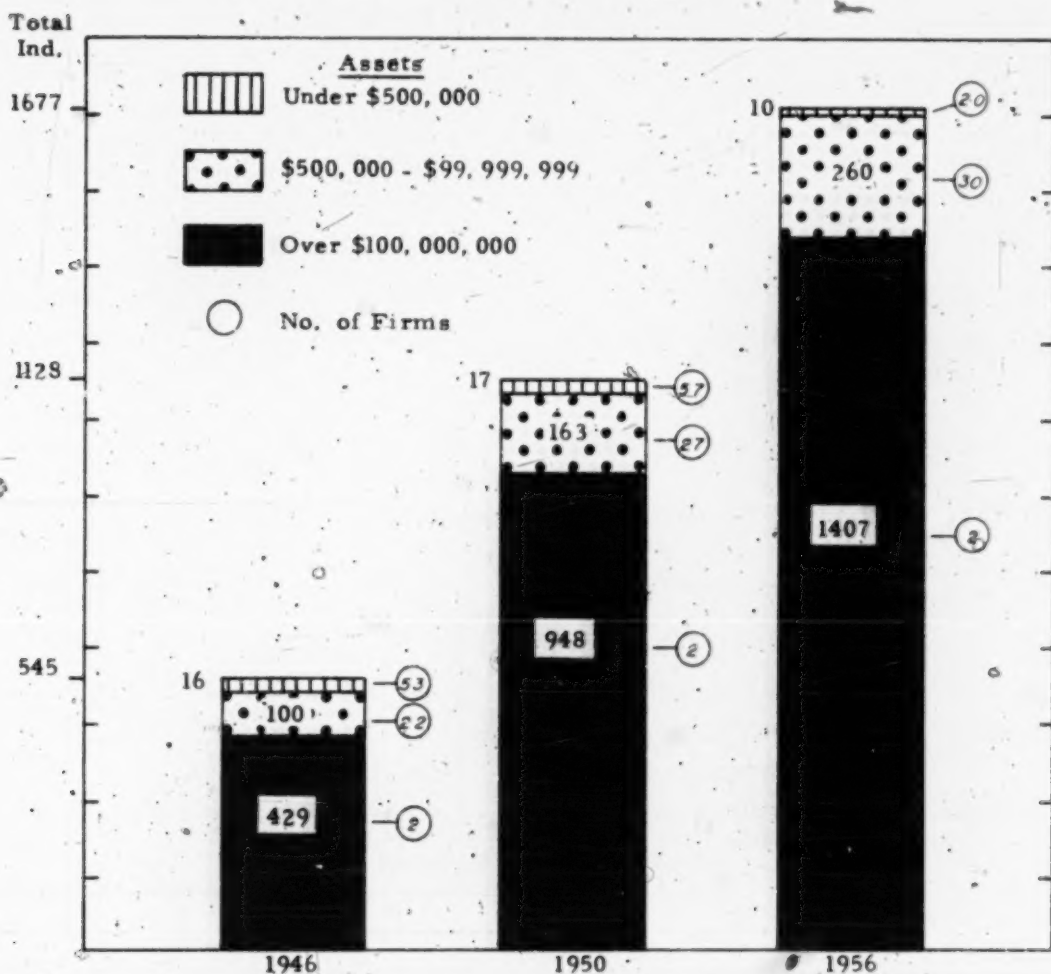
[fol. 1416]

2948

VII TIN CAN AND OTHER TINWARE INDUSTRY

TIN CAN AND OTHER TINWARE INDUSTRY
NUMBER OF FIRMS AND GROSS SALES OF INDUSTRY
BY GROUPINGS BASED ON FIRM ASSET CLASSIFICATION

(Millions of Dollars)*



* Rounded to nearest Million.

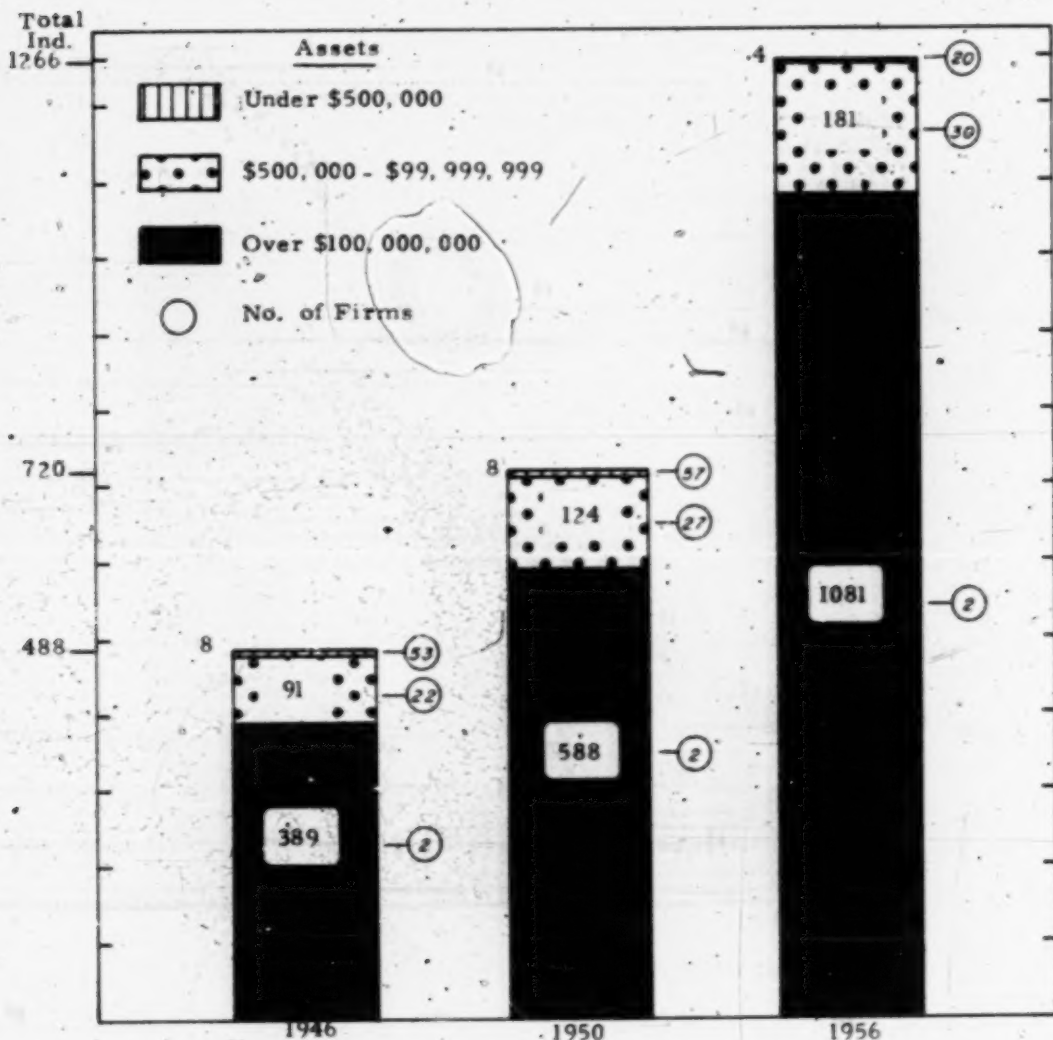
Source: Internal Revenue Services - Division of Statistics.

[fol. 1418]

2950

**TIN CAN AND OTHER TINWARE INDUSTRY
NUMBER OF FIRMS AND TOTAL ASSETS OF INDUSTRY
BY GROUPINGS BASED ON FIRM ASSET CLASSIFICATION**

(Millions of Dollars)*



* Rounded to nearest Million.

Source: Internal Revenue Services - Division of Statistics.

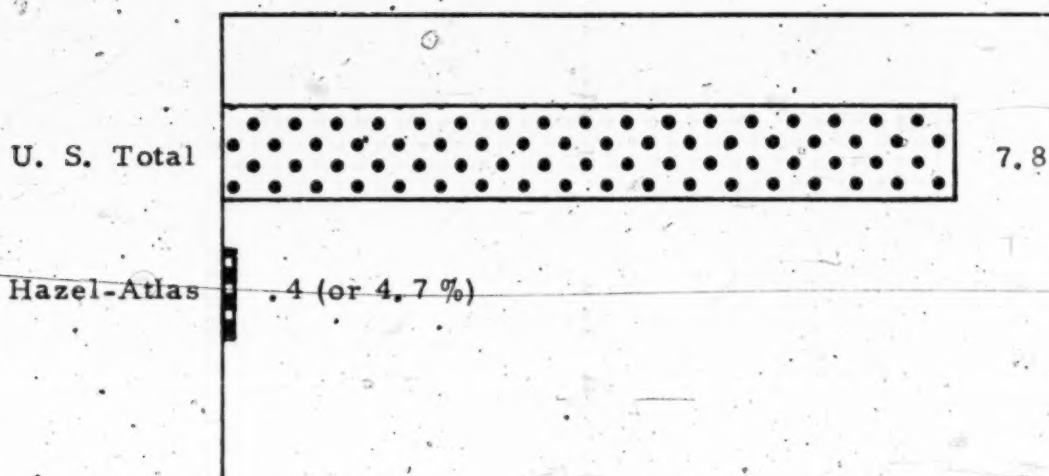
7\ SHIPMENTS OF COMMERCIAL CLOSURES
· VACUUM AND NON-VACUUM TYPES, SCREW
THREAD, LUG AND CROWN CAPS IN THE U. S.

[fol. 1420]
2952

U. S. SHIPMENTS OF SCREW THREAD AND
LUG TYPE CLOSURE (TIN MILL PRODUCTS)
AND HAZEL-ATLAS COMPANY SHARE

1958

(Billions of Units)*



* Rounded to nearest million.

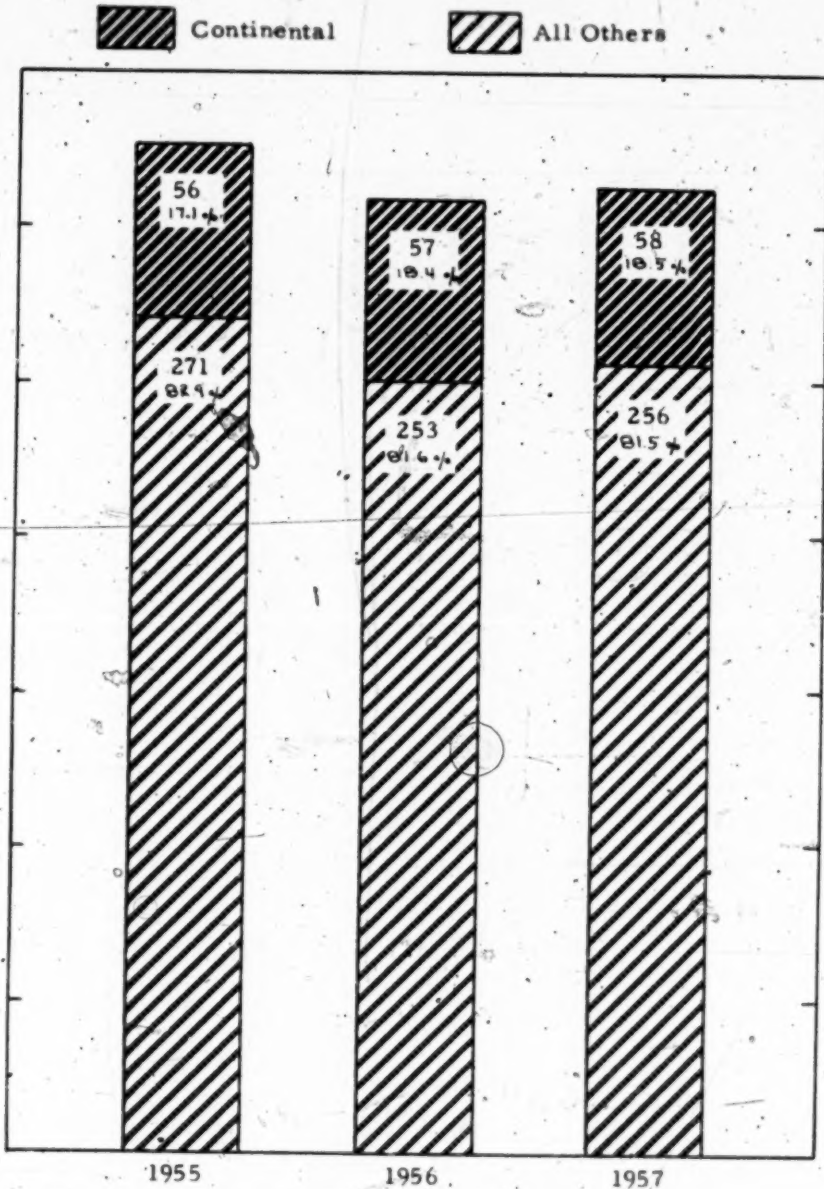
Sources: DP 3240 for Hazel-Atlas Co.

U. S. Totals from U. S. Department of
Commerce, Bureau of the Census, Facts
for Industry, Closures for Glass Containers
and Crowns, Summary for 1958, M34H-08.

[fol. 1421] SHIPMENTS OF CROWN CAPS BY CONTINENTAL CAN
AND THE REMAINING SEGMENT OF U. S. TOTAL

1955 - 1956 - 1957

(Millions of Gross)*



* Rounded to the nearest Million.

Source: Individual plant production and shipment statistics from DP 2343 through 2444 and 3297. U. S. Totals from U. S. Department of Commerce, Bureau of the Census, Facts for Industry, Closures for Glass Containers and Crowns. Series M34H-08 formerly M75C-06.

[fol. 1422]

GOVERNMENT'S EXHIBIT 801

Plaintiff's Statistical Tables—Folder A

Section 1—Folder A

	Tabulation No.
Continental United States Shipments for 1955, 1956 and 1957 of	
All Types of Glass Containers.....	A-1a
All Food, Non-Food, Beer and Beverage Glass Containers.....	A-1b
Glass Food Containers.....	A-1c
Beer Bottles, Returnable and Non-Returnable.....	A-1d
Beverage Containers, Returnable and Non-Returnable.....	A-1e
Non-Food Glass Containers.....	A-1f

Section 2—Folder A

Continental United States Shipments for 1955, 1956 and 1957 of	
All Types of Metal Containers.....	A-2a,b
Food Containers.....	A-2c
Beer Containers.....	A-2d
Soft Drink Containers.....	A-2e
Non-Food Containers.....	A-2f

Section 3—Folder A

Continental United States Shipments for 1955, 1956 and 1957 of	
Glass and Metal Containers.....	A-3a
Glass and Metal Food, Non-Food, Beer, Soft Drink and Beverage Containers.....	A-3b
Glass and Metal Food Containers.....	A-3c
Glass and Metal Beer Containers.....	A-3d
Glass and Metal Soft Drink & Beverage Containers.....	A-3e
Glass and Metal Non-Food Containers.....	A-3f

[fol. 1423]

Section 1—Folder A

[fol. 1424]

1a

Continental United States Shipments of *All Types of Glass Containers* for 1955, 1956 and 1957, Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)

	1957		All Types of Glass Container 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
All Types Glass Containers, Total.....	20,153,088	100.0	19,807,632	100.0	19,357,056	100.0
Owens-Illinois Glass Co.....	6,898,032	34.2	6,819,552	34.4	6,629,760	34.2
Anchor-Hocking Glass Co.....	2,299,824	11.4	2,337,264	11.8	2,246,400	11.6
Continental Can Co.						
Hazel-Atlas Glass Div.....	1,721,952	8.6	1,748,448	8.8	1,857,168	9.6
All Other Manufacturers.....	9,233,280	45.8	8,902,368	45.0	8,623,728	44.6

The following companies are included in the shipments by Anchor-Hocking Glass Co.—Carr-Lowrey Glass Co.—Maywood Glass Co.—Swindell Bros., Inc.

Source: U. S. totals are from the Bureau of the Census, *Facts For Industry, Glass Containers Summary, Series M33G*. Company totals are from Glass Containers Manufacturers Institute, Inc.

[fol. 1425]

1b

Continental United States Shipments of All Food, Non-Food, Beer and Beverage Glass Containers for 1955, 1956 and 1957, Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)

	1957		Food, Non-Food, Beer and Beverage			
	Volume	Percent	1956	Percent	1955	Percent
Food, Non-Food, Beer, Beverage, Total.....	18,131,328	100.0	17,678,160	100.0	17,360,640	100.0
Owens-Illinois Glass Co.....	6,235,632	34.4	6,100,848	34.5	5,921,568	34.1
Anchor-Hocking Glass Co.....	2,171,232	12.0	2,195,856	12.4	2,120,400	12.2
Continental Can Co.						
Hazel-Atlas Div.....	1,623,600	9.0	1,658,016	9.4	1,763,424	10.2
All Other Manufacturers.....	8,100,864	44.6	7,723,440	43.7	7,555,248	43.5

Note: The following companies are included in the shipments by Anchor-Hocking Glass Co.—Carr-Lowrey Glass Co.—Maywood Glass Co.—Swindell Bros. Inc.

Source: U. S. Totals from Bureau of the Census, Facts For Industry, Glass Containers Summary, Series M32G. Company totals are from Glass Containers Manufacturers Institute, Inc.

[fol. 1426]

1c

Continental United States Shipments of Glass Food Containers for 1955, 1956 and 1957, Compared with the Leading Manufacturers in the Industry

(In Thousands of Units)

	1957		Glass Food Containers 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Glass Food Containers, Total.....	8,337,024	100.0	8,123,472	100.0	8,043,552	100.0
Owens-Illinois Glass Co.....	2,771,424	33.2	2,703,600	33.3	2,577,744	32.1
Anchor-Hocking Glass Corp.....	1,329,552	16.0	1,370,736	16.9	1,296,576	16.1
Continental Can Co.						
Hazel-Atlas Glass Div.....	835,200	10.0	873,216	10.7	926,784	11.5
All Other Manufacturers.....	3,400,848	40.8	3,175,920	39.1	3,242,448	40.3

Note: Containers included in Food Group Food, narrow neck and wide mouth—Dairy Products—Packers Tumblers.

The following companies are included in shipments by Anchor-Hocking Glass Co.—Carr-Lowrey Glass Co.—Maywood Glass Co.—Swindell Bros., Inc.

Source: U. S. Total from Bureau of the Census, Facts For Industry, Glass Containers Summary, Series M32G. Company totals are from Glass Containers Manufacturers Institute, Inc.

[fol. 1427]

1d

Continental United States Shipments of *Beer Bottles, returnable and non-returnable* for 1955, 1956 and 1957, Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)

	Beer Bottles Returnable and Non-Returnable					
	1957		1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Beer, returnable & non-returnable, Total.....	1,560,528	100.0	1,542,240	100.0	1,505,520	100.0
Owens-Illinois Glass Co.....	540,864	34.7	550,656	35.7	528,192	35.1
Anchor-Hocking Glass Corp.....	202,752	13.0	189,648	12.3	202,698	13.5
Continental Can Co.....						
Hazel-Atlas Glass Div.....	17,136	1.1	13,824	0.9	12,816	0.8
All Other Manufacturers.....	799,776	51.2	788,112	51.1	761,904	50.6

Note: The following companies are included in shipments by Anchor-Hocking Glass Co.—Carr-Lowrey Glass Co.—Maywood Glass Co.—Swindell Bros., Inc.

Source: U. S. Totals from Bureau of the Census, Facts For Industry, Glass Containers Summary, Series M32G. Company totals are from Glass Containers Manufacturers Institute, Inc.

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1e

Continental United States Shipments of *Beverage Containers, returnable and non-returnable*, for 1955, 1956 and 1957, Compared with the
Leading Manufacturers in the Industry
(In Thousands of Units)

	Beverage Containers, Returnable and Non-Returnable					
	1957		1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Glass Beverage Containers, Total.....	1,400,544	100.0	1,501,488	100.0	1,402,848	100.0
Owens-Illinois Glass Co.....	611,856	43.7	690,480	46.0	671,184	47.8
Anchor-Hocking Glass Corp.....	115,056	8.2	105,264	7.0	74,304	5.3
Continental Can Co.						
Hazel-Atlas Glass Div.....	8,640	0.6	1,296	0.1	576	0.1
All Other Manufacturers.....	664,992	47.5	704,448	46.9	656,784	46.8

Note: The following companies are included in shipments by Anchor-Hocking Glass Co.—Carr-Lowrey Glass Co.—Maywood Glass Co.—Swindell Bros., Inc.

Source: U. S. Totals from Bureau of the Census, Facts For Industry, Glass Containers Summary, Series M32G. Company totals are from Glass Containers Manufacturers, Inc.

[fol. 1429]

1f

Continental United States Shipments of *Non-Food Glass Containers* for 1955, 1956 and 1957, Compared with the Leading Manufacturers in the Industry

(In Thousands of Units)

	1957		Non-Food Glass Containers 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Glass Non-Food Containers, Total.....	6,833,232	100.0	6,510,960	100.0	6,408,720	100.0
Owens-Illinois Glass Co.....	2,311,488	33.8	2,156,112	33.1	2,144,448	33.5
Anchor-Hocking Glass Corp.....	523,872	7.7	530,208	8.2	546,912	8.5
Continental Can Co.						
Hazel-Atlas Glass Div.....	762,624	11.2	769,680	11.8	823,248	12.8
All Other Manufacturers.....	3,235,248	47.3	3,054,960	46.9	2,894,112	45.2

Note: Containers included in Non-Food Group Household and Industrial, narrow neck and wide mouth Toiletries and cosmetics, narrow neck and wide mouth Medicinal and Health Supplies, narrow neck and wide mouth.

The following companies are included in shipments by Anchor-Hocking Glass Co. —Carr-Lowrey Glass Co.—Maywood Glass Co.—Swindell Bros., Inc.

Source: U. S. Totals from Bureau of the Census, *Facts For Industry*, Glass Containers Summary, Series M32G. Company totals are from Glass Containers Manufacturers Institute, Inc.

[fol. 1430]

Section 2—Folder A

[fol. 1431]

2 a, b

Continental United States Shipments of All Types of Metal Containers for 1955, 1956 and 1957 Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)

	1957		All Types of Metal Containers				1955	
	Volume	Percent	Volume	Percent	Volume	Percent	Volume	Percent
All Types Metal Containers, Total.....	41,529,206	100.0	42,812,540	100.0	39,796,497	100.0		
American Can Co.....	15,456,013	37.2	16,358,942	38.2	15,821,371	39.8		
Continental Can Co.....	13,596,456	32.8	13,840,068	32.3	12,972,860	32.6		
National Can Co.....	2,287,467	5.5	2,209,785	5.2	1,967,401	4.9		
All Other Manufacturers.....	10,189,330	24.5	10,403,745	24.3	9,034,865	22.7		

Note: U. S. and company unit totals are the sum of all types of containers that were converted from base boxes of tin plate to short tons of steel, by using Bureau of the Census conversion factors for metal cans, as published in the Facts For Industry, Metal Containers Summary, Series M34D, then converted to 000 units, by multiplying number of cans which might have been produced from one short ton of steel consumed; (see Can Mfgs. Institute, Inc., for 1947-1956 and 1948-1957 (pages 9 and 10, 11 and 12).

Source: U. S. total from Bureau of the Census, Facts For Industry, Metal Container Summary, Series M34D, less Hawaiian Island shipments, the total tonnage deducted amounting to 93,068 short tons for 1955, 78,572 short tons for 1956, 49,934 short tons for 1957.

Data for Continental Can Co. is from DP 2134 through DP 2176. Metal can statistics for American Can Company and National Can Company are from those companies.

Continental United States Shipments of Metal Food Containers, for 1955, 1956 and 1957 Compared with the Leading Manufacturers in the Industry

(In Thousands of Units)

	1957		Metal Food Containers 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Metal Food Containers, Total.....	25,379,074	100.0	26,883,120	100.0	24,734,349	100.0
American Can Co.....	8,861,397	34.9	9,803,577	36.5	9,509,528	38.4
Continental Can Co.....	7,515,128	29.6	7,902,712	29.4	7,444,024	30.1
National Can Co.....	1,290,854	5.1	1,250,178	4.6	982,318	4.0
All Other Manufacturers.....	7,711,695	30.4	7,925,653	29.5	6,798,479	27.5

Food containers include the following commodity categories: fruit and vegetable, evaporated milk, other dairy products, fish and seafood, meat, lard and shortening, all other food, coffee.

Note: U. S. and company shipments were converted from base boxes of tin plate to short tons of steel, by applying Bureau of the Census conversion factors for metal cans, as published in the Facts For Industry, Metal Containers Summary, Series M34D. Short ton shipments were then converted to thousands of units; by multiplying actual number of Food Cans which might have been produced from each short ton of steel consumed, (see Annual Report of Steel and Tin Consumed in Metal Cans published by Can Manufacturers Institute, Inc. for 1947-1956 pages 9 and 10 and 1949-1957, pages 11 and 12). Unit shipments were estimated on the basis of 9,237 food cans per ton for 1955; 9,254 food cans per ton for 1956 and 9,248 food cans per ton for 1957.

Source: U. S. Total from Bureau of the Census, Facts For Industry, Metal Container Summary, Series M34D, exclusive of Hawaiian Island shipments. The total tonnage deducted amounted to 93,044 short tons for 1955; 78,524 short tons for 1956; 49,835 short tons for 1957.

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2d

Continental United States Shipments of Metal Beer Containers for 1955, 1956 and 1957 Compared with the Leading Manufacturers in the Industry

(In Thousands of Units)

	1957		Beer Containers 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Metal Beer Containers, Total.....	8,042,503	100.0	7,796,728	100.0	7,358,251	100.0
American Can Co.....	3,857,553	48.0	3,873,769	49.7	3,714,577	50.5
Continental Can Co.....	3,635,649	45.8	3,477,308	44.6	3,189,741	43.3
National Can Co.....	381,193	4.5	333,047	4.3	344,275	4.7
All Other Manufacturers.....	138,108	1.7	112,604	1.4	109,658	1.5

Note: U. S. and Company shipments were converted from base boxes of tin plate to short tons of steel by applying Bureau of the Census conversion factors for metal cans, as published in the Facts For Industry, Metal Containers Summary, Series M34D. Short ton shipments were then converted to thousands of units, by multiplying actual number of beer cans which might have been produced from each short ton of steel consumed, (see Annual Report of Steel and Tin Consumed in Metal Cans published by Can Manufacturers Institute, Inc., for 1947—1956, pages 9 and 10 and 1948—1957, pages 11 and 12). Unit shipments were estimated on the basis of 10,161 beer cans per ton for 1955, 1956 and 1957.

Source: U. S. total from Bureau of the Census, Facts For Industry, Metal Container Summary, Series M34D.

Continental United States Shipments of Metal Soft Drink Containers for 1955, 1956 and 1957 Compared with the Leading Manufacturers in the Industry

(In Thousands of Units)

	1957		Soft Drink Containers 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Metal Soft Drink Containers, Total.....	376,808	100.0	317,580	100.0	344,055	100.0
American Can Co.....	224,479	59.6	175,696	55.3	156,874	45.6
Continental Can Co.....	100,715	26.7	97,299	30.6	126,422	36.8
National Can Co.....	51,513	13.7	39,210	12.4	57,521	16.7
All Other Manufacturers.....	101	.....	5,385	1.7	3,238	0.9

Note: U. S. and Company shipments were converted from base boxes of tin plate to short tons of steel, by applying Bureau of the Census conversion factors for metal cans, as published in the Facts For Industry, Metal Containers Summary, Series M34D. Short ton shipments were then converted to thousands of units by multiplying actual number of Soft Drink cans which might have been produced from each short ton of steel consumed (see Annual Report of Steel and Tin Consumed in Metal Cans published by Can Manufacturers Institute Inc., for 1947—1956, pages 9 and 10 and 1948—1957, pages 11 and 12). Unit shipments were estimated on the basis of 11167 soft drink cans per ton for 1955; 11171 soft drink cans per ton for 1956; and 11167 soft drink cans per ton for 1957.

Source: U. S. total from Bureau of the Census, Facts For Industry, Metal Container Summary, Series M34D.

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Continental United States Shipments of Metal Non-Food Containers for 1955, 1956 and 1957 Compared with the Leading Manufacturers in the Industry

(In Thousands of Units)

	1957		Non-Food Containers 1956		1955	
	Volume	Percent	Volume	Percent	Volume	Percent
Metal Non-Food Containers, Total.....	7,730,881	100.0	7,815,112	100.0	7,359,842	100.0
American Can Co.....	2,512,584	32.5	2,505,910	32.1	2,440,392	33.2
Continental Can Co.....	2,294,964	29.7	2,361,749	30.2	2,212,673	30.1
National Can Co.....	583,907	7.5	587,350	7.5	583,287	7.9
All Other Manufacturers.....	2,339,426	30.3	2,360,103	30.2	2,123,490	28.8

Note: U. S. and Company shipments were converted from base boxes of tin plate to short tons of steel, by applying Bureau of the Census conversion factors for metal cans, as published in the Facts For Industry, Metal Containers Summary, Series M34D. Short ton shipments were then converted to thousands of units, by multiplying actual number of non-food containers which might have been produced from each short ton of steel consumed, (see Annual Report of Steel and Tin Consumed in Metal Cans published by Can Manufacturers Institute Inc., for 1947—1956, pages 9 and 10 and 1948—1957, pages 11 and 12). Unit shipments were estimated on the basis of 7681 non-food cans per ton for 1955; 7766 for 1956; and 7832 for 1957.

Source: U. S. total from Bureau of the Census, Facts For Industry, Metal Container Summary, Series M34D, less Hawaiian Island shipments, the tonnage deducted for non-food amounting to 44 short tons for 1955; 48 short tons for 1956; 79 short tons for 1957.

Non-Food containers include: Pet food, oil, open top (1 qt. and 5 qt.), all other non-food.

[fol. 1436]

Section 3--Folder A

[fol. 1437]

3a

This tabulation is a consolidation of Tables A-1a and A-2a.

Continental United States Shipments of Glass and Metal Containers for 1955, 1956 and 1957 Showing the Percentage of the Leading Manufacturers in the Industry.

(In Thousands of Units)

	Glass Container Shipments	Metal Container Shipments	Total Glass and Metal Container Shipments	Percent
1957				
Continental United States	20,153,085	41,529,266	61,682,354	100.0
Continental Can Co.	1,721,952	13,596,456	15,318,408	24.8
American Can Co.		15,456,013	15,456,013	25.1
Owens-Illinois Glass Co.	6,898,032		6,898,032	11.2
Anchor-Hocking Glass Co.	2,299,824		2,299,824	3.7
National Can Co.		2,287,467	2,287,467	3.7
All Other Manufacturers	9,233,280	10,189,330	19,422,610	31.5
1956				
Continental United States	19,807,632	42,812,540	62,620,172	100.0
Continental Can Co.	1,748,448	13,840,068	15,588,516	24.9
American Can Co.		16,358,942	16,358,942	26.1
Owens-Illinois Glass Co.	6,819,552		6,819,552	10.9
Anchor-Hocking Glass Co.	2,337,264		2,337,264	3.7
National Can Co.		2,209,785	2,209,785	3.5
All Other Manufacturers	8,002,368	10,403,745	19,306,113	30.9
1955				
Continental United States	19,357,056	39,796,497	59,153,553	100.0
Continental Can Co.		12,972,800	12,972,800	21.9
American Can Co.		15,821,371	15,821,371	26.8
Owens-Illinois Glass Co.	6,629,760		6,629,760	11.2
Anchor-Hocking Glass Co.	2,246,400		2,246,400	3.8
National Can Co.		1,967,401	1,967,401	3.3
Hasel-Atlas Glass Co.	1,857,168		1,857,168	3.1
All Other Manufacturers	8,623,728	9,034,865	17,658,593	29.9

This tabulation is a consolidation of tables: A-1b & A-2ab

Continental United States Shipments of Glass and Metal Food, Non-Food, Beer, Soft Drink and Beverage Containers for 1955, 1956 and 1957, Showing the Percentage of Leading Manufacturers in the Industry

(In Thousands of Units)

	Glass Container Shipments	Metal Container Shipments	Total Glass and Metal Container Shipments	Percent
1957				
Food, Non-Food, Beer, Soft Drink, Beverage, U. S. Total.....	18,131,328	41,529,266	59,660,594	100.0
Continental Can Co.	1,623,600	13,596,456	15,220,056	25.5
American Can Co.		15,456,013	15,456,013	25.9
Owens-Illinois Glass Co.	6,235,632		6,235,632	10.5
Anchor-Hocking Glass Co.	2,171,232		2,171,232	3.6
National Can Co.		2,287,467	2,287,467	3.8
All Other Manufacturers.....	8,100,864	10,189,330	18,290,194	30.7
1956				
Food, Non-Food, Beer, Soft Drink, Beverage, U. S. Total.....	17,678,160	42,812,540	60,490,700	100.0
Continental Can Co.	1,658,016	13,840,068	15,498,084	25.6
American Can Co.		16,358,942	16,358,942	27.1
Owens-Illinois Glass Co.	6,100,848		6,100,848	10.0
Anchor-Hocking Glass Co.	2,195,856		2,195,856	3.6
National Can Co.		2,209,785	2,209,785	3.7
All Other Manufacturers.....	7,723,440	10,403,745	18,127,185	30.0
1955				
Food, Non-Food, Beer, Soft Drink, Beverage, U. S. Total.....	17,360,640	39,796,497	57,157,137	100.0
Continental Can Co.		12,972,860	12,972,860	22.7
American Can Co.		15,821,371	15,821,371	27.7
Owens-Illinois Glass Co.	5,921,568		5,921,568	10.4
Anchor-Hocking Glass Co.	2,120,400		2,120,400	3.7
National Can Co.		1,967,401	1,967,401	3.4
Hazel-Atlas Glass Co.	1,763,424		1,763,424	3.1
All Other Manufacturers.....	7,555,248	9,034,865	16,590,113	29.0

This tabulation is a consolidation of Tables: A-1c and A-2c

Continental United States Shipments of Glass and Metal Food Containers for 1955, 1956 and 1957, Showing the Percentage of the Leading Manufacturers in the Industry

(In Thousands of Units)

	Glass Container Shipments	Metal Container Shipments	Total Glass and Metal Container Shipments	Percent
1957				
Food Containers, Total.....	8,337,024	25,370,074	33,716,098	100.0
Continental Can Co.....	835,200	7,515,128	8,350,328	24.8
American Can Co.....		8,861,397	8,861,397	26.3
Owens-Illinois Glass Co.....	2,771,424		2,771,424	8.2
Anchor-Hocking Glass Co.....	1,329,552		1,329,552	3.9
National Can Co.....		1,290,854	1,290,854	3.8
All Other Manufacturers.....	3,400,848	7,711,695	11,112,543	33.0
1956				
Food Containers, Total.....	8,123,472	26,883,120	35,006,592	100.0
Continental Can Co.....	873,216	7,903,712	8,776,928	25.1
American Can Co.....		9,803,577	9,803,577	28.0
Owens-Illinois Glass Co.....	2,703,600		2,703,600	7.7
Anchor-Hocking Glass Co.....	1,370,736		1,370,736	3.9
National Can Co.....		1,250,178	1,250,178	3.6
All Other Manufacturers.....	3,175,920	7,925,653	11,101,573	31.7
1955				
Food Containers, Total.....	8,043,552	24,734,349	32,777,901	100.0
Continental Can Co.....		7,444,024	7,444,024	22.7
American Can Co.....		9,509,528	9,509,528	29.0
Owens-Illinois Glass Co.....	2,577,744		2,577,744	7.9
Anchor-Hocking Glass Co.....	1,296,576		1,296,576	4.0
National Can Co.....		982,318	982,318	3.0
Hazel-Atlas Glass Co.....	926,784		926,784	2.8
All Other Manufacturers.....	3,242,448	6,798,479	10,040,927	30.6

This tabulation is a consolidation of Tables A-1d and A-2d

Continental United States Shipments of Glass and Metal Beer Containers for 1955, 1956 and 1957, Showing the Percentage of Leading Manufacturers in the Industry

(In Thousands of Units)

	Glass Container Shipments	Metal Container Shipments	Total Glass and Metal Container Shipments	Percent
1957				
Beer Containers, Total.....	1,560,528	8,042,503	9,603,031	100.0
Continental Can Co.....	17,136	3,685,649	3,702,785	38.6
American Can Co.....	.....	3,857,553	3,857,553	40.2
Owens-Illinois Glass Co.....	540,864	.....	540,864	5.6
Anchor-Hocking Glass Co.....	202,752	.....	202,752	2.1
National Can Co.....	.....	361,193	361,193	3.8
All Other Manufacturers.....	799,776	138,108	937,884	9.7
1956				
Beer Containers, Total.....	1,542,240	7,796,728	9,338,968	100.0
Continental Can Co.....	13,824	3,477,308	3,491,132	37.4
American Can Co.....	.....	3,873,769	3,873,769	41.5
Owens-Illinois Glass Co.....	550,656	.....	550,656	5.9
Anchor-Hocking Glass Co.....	189,648	.....	189,648	2.0
National Can Co.....	.....	333,047	333,047	3.6
All Other Manufacturers.....	788,112	112,604	900,716	9.6
1955				
Beer Containers, Total.....	1,505,530	7,358,251	8,863,771	100.0
Continental Can Co.....	.....	3,189,741	3,189,741	36.0
American Can Co.....	.....	3,714,577	3,714,577	41.9
Owens-Illinois Glass Co.....	528,192	.....	528,192	6.0
Anchor-Hocking Glass Co.....	202,608	.....	202,608	2.3
National Can Co.....	.....	344,275	344,275	3.9
Hasel-Atlas Glass Co.....	12,816	.....	12,816	0.1
All Other Manufacturers.....	761,904	109,658	871,562	9.8

This tabulation is a consolidation of tables: A-1c & A-2c

Continental United States Shipments of Glass and Metal Soft Drink & Beverage Containers for 1955, 1956 and 1957, Showing the Percentage of Leading Manufacturers in the Industry

(In Thousands of Units)

	Glass Container Shipments	Metal Container Shipments	Total Glass and Metal Container Shipments	Percent
1957				
Soft Drink & Beverage Containers, Total	1,400,544	376,808	1,777,352	100.0
Continental Can Co.	8,640	100,715	109,355	6.2
American Can Co.		224,479	224,479	12.6
Owens-Illinois Glass Co.	611,856		611,856	34.4
Anchor-Hocking Glass Co.	115,056		115,056	6.5
National Can Co.		51,513	51,513	2.9
All Other Manufacturers	664,992	101	665,093	37.4
1956				
Soft Drink & Beverage Containers, Total	1,501,488	317,580	1,819,068	100.0
Continental Can Co.	1,296	97,299	98,595	5.4
American Can Co.		175,686	175,686	9.7
Owens-Illinois Glass Co.	690,490		690,490	38.0
Anchor-Hocking Glass Co.	105,264		105,264	5.8
National Can Co.		39,210	39,210	2.1
All Other Manufacturers	704,448	5,385	709,833	39.0
1955				
Soft Drink & Beverage Containers, Total	1,402,848	344,055	1,746,903	100.0
Continental Can Co.		126,422	126,422	7.2
American Can Co.		156,874	156,874	9.0
Owens-Illinois Glass Co.	671,184		671,184	38.4
Anchor-Hocking Glass Co.	74,304		74,304	4.3
National Can Co.		57,521	57,521	3.3
Hazel-Atlas Glass Co.	576		576	
All Other Manufacturers	656,784	3,238	660,022	37.8

This tabulation is a consolidation of tables: A-1f & A-2f

Continental United States Shipments of Glass and Metal Non-Food Containers for 1956, 1955 and 1957, Showing the Percentage of the Leading Manufacturers in the Industry

(In Thousands of Units)

	Glass Container Shipments	Metal Container Shipments	Total Glass and Metal Container Shipments	Percent
1957				
Non-Food Containers, Total	6,833,232	7,730,881	14,564,113	100.0
Continental Can Co.	762,624	2,294,964	3,057,588	21.0
American Can Co.		2,512,584	2,512,584	17.2
Owens-Illinois Glass Co.	2,311,488		2,311,488	15.9
Anchor-Hocking Glass Co.	523,872		523,872	3.6
National Can Co.		583,907	583,907	4.0
All Other Manufacturers	3,235,248	2,339,426	5,574,674	38.3
1956				
Non-Food Containers, Total	6,510,960	7,815,112	14,326,072	100.0
Continental Can Co.	769,680	2,361,749	3,131,429	21.8
American Can Co.		2,505,910	2,505,910	17.5
Owens-Illinois Glass Co.	2,156,112		2,156,112	15.1
Anchor-Hocking Glass Co.	530,208		530,208	3.7
National Can Co.		587,350	587,350	4.1
All Other Manufacturers	3,054,960	2,369,103	5,415,063	37.8
1955				
Non-Food Containers, Total	6,408,720	7,359,842	13,768,562	100.0
Continental Can Co.		2,212,673	2,212,673	16.1
American Can Co.		2,440,392	2,440,392	17.7
Owens-Illinois Glass Co.	2,144,448		2,144,448	15.6
Anchor-Hocking Glass Co.	546,912		546,912	4.0
National Can Co.		583,287	583,287	4.2
Hazel-Atlas Glass Co.	823,248		823,248	6.0
All Other Manufacturers	2,894,112	2,123,490	5,017,602	36.4

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Plaintiff's Statistical Tables—Folder B

SECTION 1 - FOLDER B

Continental U. S. Shipments, East of the Rockies in 1955 for:

Tabulation 22.

GLASS AND METAL CONTAINERS, ALL TYPES	B-1a
GLASS AND METAL FOOD, NON-FOOD, BEER, SOFT DRINK AND BEVERAGE CONTAINERS	B-1b
GLASS AND METAL FOOD CONTAINERS	B-1c
GLASS AND METAL BEER CONTAINERS	B-1d
GLASS AND METAL SOFT DRINK AND BEVERAGE CONTAINERS	B-1e
GLASS AND METAL NON-FOOD CONTAINERS	B-1f

SECTION 2 - FOLDER B

Continental U. S. Shipments, West of the Rockies in 1955 for:

GLASS AND METAL CONTAINERS, ALL TYPES	B-2a
GLASS AND METAL FOOD, NON-FOOD, BEER, SOFT DRINK AND BEVERAGE CONTAINERS	B-2b
GLASS AND METAL FOOD CONTAINERS	B-2c
GLASS AND METAL BEER CONTAINERS	B-2d
GLASS AND METAL SOFT DRINK AND BEVERAGE CONTAINERS	B-2e
GLASS AND METAL NON-FOOD CONTAINERS	B-2f

SECTION 3 - FOLDER B

Continental U. S. Shipments, East of the Rockies in 1955 for:

ALL TYPES OF METAL CONTAINERS	B-3a
METAL FOOD CONTAINERS	B-3b
METAL BEER CONTAINERS	B-3c
METAL SOFT DRINK CONTAINERS	B-3d
METAL NON-FOOD CONTAINERS	B-3e

SECTION 4 - FOLDER 1

Continental U. S. Shipments, Most of the Buckles in 1955 for:

Tabulation No.

ALL TYPES OF METAL CONTAINERS	0-4
METAL PINE CONTAINERS	1-0
METAL WOOD CONTAINERS	1-1
METAL WOOD CONTAINERS	1-1
METAL WOOD CONTAINERS	1-1

SECTION 5 - FOLDER 1

Continental U. S. Shipments, Most of the Buckles in 1955 for:

ALL TYPES OF METAL CONTAINERS	1-0
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1

SECTION 6 - FOLDER 1

Continental U. S. Shipments, Most of the Buckles in 1955 for:

ALL TYPES OF METAL CONTAINERS	1-0
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1
ALL TYPES OF METAL CONTAINERS	1-1

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EXHIBIT 7 - POLICE

Supplemental United States Highway for 1995 of

2.1. TYPES OF CLAS AND THE CLAS CONCEPT

CLASS AND SERIAL NUMS, INC-CLASS, INC, INVENTOR

END OF THE LINE

CLASS AND SERIAL TWO CONTINUING

CLASS AND SOCIAL BACKGROUND

CLASS AND SOCIAL MOVEMENTS AND CULTURE CHANGING

CLASS AND SERIAL NO.-PAGE CONTINUOUS

Section 10

5-7a

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B-7c

44-38861-74

2-7c

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On a tonnage basis the West of the Rockies market area statistics were computed by subtracting the Hawaiian Islands metal can shipments for each end use category (shipments of American Can Co. plants in Hawaii) from the metal can statistics covering the west geographic area (States of Washington, Oregon and California) for 1955 as published in the Bureau of the Census, Facts For Industry, Metal Container Summary, Series 75 D. Statistical data furnished the Department in base boxes of tin plate was converted to a tonnage basis by using conversion factors as published in the Facts For Industry, Metal Container Summary, Series H 34 D.

Since the west geographic area in the Bureau of the Census Facts For Industry tabulations includes the States of Washington, Oregon and California, the shipments from Utah can plants were included in the West of the Rockies market area. In the other States located west of the eastern boundaries of Idaho, Utah and Arizona there were no can manufacturing plants in 1955.

Metal can shipments, by end use categories, for the West of the Rockies market area, was then subtracted from the Continental U. S. total (exclusive of the Hawaiian Islands). The balance is the volume applicable to the East of the Rockies market area.

As mentioned above the computations dividing the East and West areas was accomplished on a tonnage basis. The tonnage was then converted to thousands of units by multiplying the number of cans which might have been produced for each end use category from one short ton of steel consumed (See Annual Reports of Steel and Tin Consumed in Metal Cans published by the Can Manufacturers Institute, Inc. for 1947-1956 and 1948-1957, pages 9, 10 and 11 and 12) and applied to the East and West tonnages.

The conversion factors used for 1955 in converting one ton of steel to can units were as follows:

- (a) food containers 9,237 units
- (b) beer containers 10,161 units

- (c) soft drink containers 11,167 units
- (d) non-food containers 7,631 units

Food containers include the following commodity categories:

- (a) fruit and vegetables
- (b) evaporated milk
- (c) other dairy products
- (d) fish and seafood

- (e) meat
- (f) lard and shortening
- (g) all other food (including soup and baby food)
- (h) coffee

Non-food containers include: pet food, oil, open top (1 qt. and 5 qt.) and all other non-food.

SOURCE: Bureau of the Census, Facts For Industry, Metal Container Summary, Series 75 D. Data for Continental Can Co. is from DP 2134 through 2176. Metal can statistical data for American Can Co. and National Can Co. are from those companies.

CONTAINERS INCLUDED IN THE EAST SECTION STATISTICS IN SECTION 5 AND IN TABLE 1

The following companies are included in the shipments by Anchor Packing Glass Co:

- (a) Star-Glass Glass Co.
- (b) Hywood Glass Co.
- (c) Schell Bros., Inc.

Containers included in the narrow-neck group are both narrow neck and wide mouth glass containers used for household and industrial, medicinal and cosmetic, and medicinal and health supplies.

Included in the broad group of glass containers are both narrow neck and wide mouth food, dairy products and picture tumblers.

Data for the Continental Can Co., Hazel-Atlas Division are from the answers to Plaintiff's Interrogatory No. 13. The information furnished reflects sales to customers rather than actual shipments. Plants and warehouses alike are treated as shipping points to which sales are ascribed, and inter-plant shipments are eliminated. The data also contains a small amount of export sales plus other minor variations resulting from lost or misplaced data cards and the use of different methods of handling the cards. For a more detailed description of these variations see pages 1 through 4 of the answer to Plaintiff's Interrogatory 13. For these reasons the figures set forth in the answer to Plaintiff's Interrogatory No. 13 do not exactly coincide with the statistical shipment data the Hazel-Atlas Glass Co. furnished the Glass Containers Manufacturers Institute Inc. which the Government used in Exhibit "A" Statistical Tables. In most instances these differences are minor.

The comparison of the East and West of the Rockies section statistics included domestic shipments of glass containers by food, non-food, beer, beverage categories and were consolidated for those companies operating and shipping glass from plants West of the Rockies. This consolidation included the following companies operating plants in the States of California, Washington and Oregon.

Anchor-Packing Glass Co.
(for its subsidiary Hywood Glass Co.)

Ball Brothers Company

Glass Containers Corporation
(and its subsidiary United Can and Glass Co.)

Continental Can Co., Hazel-Atlas Division
Harr & Co., Inc. Alexander
Letchford Glass Co.
Northwestern Glass Co.
Owens-Illinois Glass Co.
Thatcher Glass Manufacturing Co.

The difference between the totals for the West of the Rockies section and the totals for the entire Continental United States represents the East of the Rockies section.

For the year 1935 Hazel-Atlas has been listed in third position because of their volume of shipments of all types of glass containers in that year. This does not necessarily mean that Hazel-Atlas ranked third in shipments for all end use categories of glass containers. For example, Hazel-Atlas was not among the first ten in total shipment of beer or beverage bottles. This fact in no way alters the percentage figures for Hazel-Atlas in these two categories.

Continental United States totals are from the Bureau of Census, Facts For Industry, Glass Containers
Summary Series H 22 G and H 77 C.

Company data from:

- (a) Glass Container Manufacturers Institute.
- (b) Answer to Plaintiff's Interrogatory No. 13.
- (c) Copies of monthly reports Series H 77 C made by Glass-Indiana Glass Co. to the Bureau of the Census covering the year 1955.
- (d) Letter dated March 2, 1956 to Robert A. Ricks Acting Assistant Attorney General, Antitrust Division from William J. Green, President, Thatcher Glass Manufacturing Co.
- (e) Letter dated April 25, 1956 to Robert A. Ricks Acting Assistant Attorney General, Antitrust Division from William A. Hays, Vice President, Finance, Alexander H. Hays & Co., Inc.
- (f) Letter dated February 22, 1956 to Robert A. Ricks Acting Assistant Attorney General, Antitrust Division from Alexander H. Brodus, Vice President and General Counsel Ball Brothers Company.

**Continental United States Shipments of All Types Glass and Metal Containers
Part of the Ranking for 1935 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	Glass Containers Shipments	Metal Containers Shipments	Total Glass and Metal Containers Shipments	Percent
Part of the Ranking Total	17,347,991	29,585,414	47,013,405	100.0
Anchor Glass Co.	-	12,054,747	12,054,747	25.3
Continental Glass Co.	-	10,420,084	10,420,084	21.8
Ballard Glass Co.	-	10,054,974	10,054,974	21.4
Ballard Glass Co.	-	1,112,520	1,112,520	2.3
Case-Williams Glass Co.	3,702,000	-	3,702,000	12.1
Anchor-Cladding Glass Co.	2,031,304	-	2,031,304	4.3
East Glass Glass Co.	1,634,400	-	1,634,400	3.4
All Other Manufacturers	7,793,736	6,916,063 6,701,170	14,769,787 14,404,897	30.9 30.3

Note: This tabulation is a consolidation of tables.

**Continental United States Shipments of Glass
and Metal Food, Non-Food, Beer, Beverage and Soft Drink Containers
East of the Rockies for 1955 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	15,572,707	30,565,414	46,138,121	100.0
American Can Co.	-	12,056,747	12,056,747	26.1
Continental Can Co.	-	^{10 420 074} 10,694,974	^{10 420 084} 10,694,974	^{22.8} 23.2
National Can Co.	-	1,112,520	1,112,520	2.4
Osage-Illinois Glass Co.	5,166,944	-	5,166,944	11.2
Anchor-Hocking Glass Co.	1,989,024	-	1,989,024	4.2
Hemel-Atlas Glass Co.	1,584,000	-	1,584,000	3.4
All Other Manufacturers	6,892,739	^{6 976 063} 6,701,173	^{13 868 802} 13,593,912	^{29.7} 29.5

**Continental United States Shipments of Glass and Metal Food Containers
Part of the Nation for 1935 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
Part of the Nation. Total	6,871,693	17,349,789	24,221,482	100.0
American Can Co.	-	6,570,599	6,570,599	27.1
Continental Can Co.	-	5,459,501	5,459,501	22.5
	-	5,723,070	5,723,070	23.6
National Can Co.	-	487,342	487,342	2.0
Crown-Illinois Glass Co.	2,119,926	-	2,119,926	8.8
Anchor-Heating Glass Co.	1,175,472	-	1,175,472	4.9
Emul-dine Glass Co.	747,936	-	747,936	3.1
All Other Manufacturers	2,828,359	4,832,457 4,568,888	7,660,816 7,397,347	31.6 30.5

**Continental United States Shipments of Glass and Metal Beer Containers
Part of the Bookies for 1955 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Part of the Bookies, Total</u>	1,865,378	6,158,847	7,423,625	100.0
American Can Co.	-	3,155,641	3,155,641	42.5
Continental Can Co.	-	2,784,754	2,784,754	37.5
National Can Co.	-	146,806	146,806	2.0
Illinois Glass Co.	449,996	-	449,996	6.1
Anchor-Belmont Glass Co.	151,488	-	151,488	2.0
Rock Island Glass Co.	12,672	-	12,672	0.2
All Other Manufacturers	651,882	71,046	722,928	9.7

**Continental United States Shipments of Glass and Metal Beverage and Soft Drink Containers
East of the Rocking for 1935 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>PERCENT</u>
<u>East of the Rocking. Total</u>	1,247,336	234,819	1,502,175	100.0
American Can Co.	-	128,434	128,434	8.6
Continental Can Co.	-	114,763	114,763	7.6
National Can Co.	-	8,364	8,364	0.6
Quinn-Illinois Glass Co.	548,293	-	548,293	36.3
Jacker-Rocking Glass Co.	60,768	-	60,768	4.0
Harrel-Atlas Glass Co.	720	-	720	-
All Other Manufacturers	637,575	3,238	640,813	42.7

**Continental United States Shipments of Glass and Metal Non-Food
Parts of the Machine for 1933 compared with the leading Manufacturers in that Section
(In Thousands of Units)**

	Glass Container Shipments	Metal Container Shipments	Total, Glass and Metal Container Shipments	Percent
Total of the Section, Total	6,182,289	6,802,639	12,984,919	100.0
Armstrong Glass Co.	-	2,282,143	2,282,143	16.9
Continental Glass Co.	-	2,061,066	2,061,066	15.9
Federal Glass Co.	-	2,072,387	2,072,387	16.0
General Glass Co.	-	476,188	476,188	3.6
Grant-Williams Glass Co.	2,048,729	-	2,048,729	15.8
Anchor-Walsh Glass Co.	341,296	-	341,296	2.6
Ward-Glass Glass Co.	822,672	-	822,672	6.3
All Other Manufacturers	2,773,383	2,069,322	4,842,705	37.3
		2,088,881	4,833,384	37.2

**Continental United States Shipments of All Types Glass and Metal Containers
West of the Rockies for 1955 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>West of the Rockies. Total</u>	2,109,063	9,231,083	11,340,148	100.0
American Can Co.	-	3,764,624	3,764,624	33.2
Continental Can Co.	-	2,277,886	2,277,886	20.1
National Can Co.	-	854,881	854,881	7.5
Owens-Illinois Glass Co.	841,157	-	841,157	7.4
Anchor-Hocking Glass Co.	215,136	-	215,136	1.9
Heidel-Atlas Glass Co.	232,764	-	232,764	2.1
All Other Manufacturers	820,068	2,333,492	3,153,760	27.8

Notes: This tabulation is a consolidation of tables.

**Continental United States Shipments of Glass and Metal Food,
Beverage, Dairy, Beverage and Soft Drink Containers
Part of the Section for 1955 compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Part of the Section, Total</u>	1,787,933	9,231,083	11,019,016	100.0
American Can Co.	-	3,764,684	3,764,684	34.2
Continental Can Co.	-	2,548,518	2,548,518	23.1
	-	2,877,086	2,877,086	26.1
National Can Co.	-	854,881	854,881	7.8
Crown-Baltimore Glass Co.	754,684	-	754,684	6.8
Anchor-ocking Glass Co.	191,376	-	191,376	1.7
Emul-Miles Glass Co.	190,656	-	190,656	1.7
All Other Manufacturers	631,877	2,063,060	2,714,337	24.4
		2,333,692	2,984,969	27.1

**Continental United States Shipments of Glass and Metal Food Containers
Part of the Ranking for 1935 compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>PERCENT</u>
Part of the Ranking Total	1,171,899	7,384,648	8,556,499	100.0
American Can Co.	-	2,939,819	2,939,819	34.3
Continental Can Co.	-	1,980,265	1,980,265	23.1
	-	1,788,958	1,788,958	20.8
National Can Co.	-	495,876	495,876	5.8
Camp-Sillsboro Glass Co.	457,818	-	457,818	5.4
Anchor-Whiting Glass Co.	121,184	-	121,184	1.4
Eastman Glass Co.	135,888	-	135,888	1.6
All Other Manufacturers	437,846	1,970,280 2,407,391	2,408,129 2,467,440	28.2 28.8

**Continental United States Shipments of Glass and Metal Beer Containers
Part of the Ranking for 1955 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Containers Shipments</u>	<u>Metal Containers Shipments</u>	<u>Total, Glass and Metal Containers Shipments</u>	<u>Percent</u>
Part of the Ranking, Total	940,148	1,888,004	1,440,146	100.0
American Can Co.	-	558,936	558,936	38.8
Continental Can Co.	-	404,987	404,987	28.1
National Can Co.	-	197,469	197,469	13.7
Crown-Baltimore Glass Co.	78,196	-	78,196	5.4
Anchor-Branding Glass Co.	51,120	-	51,120	3.6
Emul-Glass Glass Co.	-	-	-	-
All Other Manufacturers	110,826	38,612	149,438	10.4

**Continental United States Shipments of Glass and Metal Beverage and Soft Drink Containers
Part of the Ranking for 1955 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Part of the Ranking, Total</u>	133,492	89,236	244,728	100.0
American Can Co.	-	28,420	28,420	11.6
Continental Can Co.	-	11,659	11,659	4.8
National Can Co.	-	49,157	49,157	20.1
Commonwealth Glass Co.	122,891	-	122,891	50.2
Anchor-Hecking Glass Co.	13,536	-	13,536	5.5
W. H. H. Glass Co.	-	-	-	-
All Other Manufacturers	19,065	-	19,065	7.8

**Continental United States Shipments of Glass and Metal Non-Food
Part of the Packing for 1933 Compared with the Leading Manufacturers in that Section
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
West of the Rockies. Total	220,440	557,203	777,643	100.0
American Can Co.	-	238,249	238,249	30.6
Continental Can Co.	-	140,286 151,667	140,286 151,667	18.0 19.5
National Can Co.	-	113,179	113,179	14.6
Camp-Illinois Glass Co.	95,719	-	95,719	12.3
Anchor-Westing Glass Co.	5,616	-	5,616	0.7
Emel-Atlas Glass Co.	35,568	-	35,568	4.6
All Other Manufacturers	83,537	45,489 54,167	149,026 139,785	19.3 17.7

Shipments of All Types Metal Containers, East of the Rockies, For 1955
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	1955	
	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	38,565,484	100.0
American Can Co.	12,656,747	39.5
Continental Can Co.	10,420,084	34.1
National Can Co.	10,684,974	35.0
National Can Co.	1,112,530	3.6
All Other Manufacturers	6,976,063	22.8
	6,701,173	21.9

Shipments of Metal Food Containers, East of the Rockies, for 1955
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	17,349,709	100.0
American Can Co.	6,570,509	37.9
Continental Can Co.	5,459,501	31.5
	5,723,070	33.0
National Can Co.	487,242	2.8
All Other Manufacturers	4,832,457	27.7
	4,568,888	26.3

Shipments of Metal ~~Can~~ Containers, East of the Rockies, for 1955
Compared with the Leading Manufacturers in that Section

(In Thousands Of Units)

	Volume	1955	Percent
<u>East of the Rockies, Total</u>	6,158,247		100.0
American Can Co.	3,155,641		51.2
Continental Can Co.	2,784,754		45.2
National Can Co.	146,804		2.4
All Other Manufacturers	71,048		1.2

**Shipments of Metal Soft Drink Containers, East of the Rockies, for 1955
Compared with the Leading Manufacturers in that Section**

(In Thousands Of Units)

	1955	
	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	254,819	100.0
American Can Co.	128,454	50.4
Continental Can Co.	114,763	45.0
National Can Co.	8,364	3.3
All Other Manufacturers	a/ 3,238	1.3

- a/ In the East, Central and West geographical areas set forth in the Facts For Industry Metal Cans, Summary For 1955 the end use category for soft drink was consolidated with another end use category entitled, "all other food."
- Since the three leading companies manufactured 99.0 of all cans for soft drinks the breakdown East and West of the Rockies was accomplished by selecting the plants of each company manufacturing this product and totaling the shipments from the plants located in each of the two market areas. There were 3238 units that could not be accounted for when comparing the total for all plants to the U.S. total and therefore placed in the East of the Rockies area under the heading "all other manufacturers."

Shipments of Metal Non-Food Containers, East of the Rockies for 1955
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

1955

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	6,802,635	100.0
American Can Co.	2,202,143	32.4
Continental Can Co.	2,061,066	30.3
	2,072,387	30.5
National Can Co.	470,108	6.9
All Other Manufacturers	2,069,322	30.4
	2,058,000	30.3

SECTION 4 - FOLDER B

Shipments of All Types of Metal Containers, West of the Rockies, for 1955
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	1955	
	Volume	Percent
<u>West of the Rockies, Total</u>	9,231,083	100.0
American Can Co.	3,764,624	40.8
Continental Can Co.	2,548,518	27.6
National Can Co.	2,277,006	24.7
All Other Manufacturers	854,881	9.2
	2,063,060	22.4
	2,335,692	25.3

Shipments of Metal Food Containers, West of the Rockies, for 1955
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	Volume	Percent
<u>West of the Rockies, Total</u>	7,384,640	100.0
American Can Co.	2,939,019	39.8
Continental Can Co.	1,980,265	26.8
	1,780,954	23.3
National Can Co.	495,076	6.7
All Other Manufacturers	1,170,280	15.7
	2,359,594	30.2

Shipments of Metal Beer Containers, West of the Rockies, for 1935
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	1935	
	Volume	Percent
West of the Rockies, Total	1,389,093	100.0
American Can Co.	538,936	46.6
Continental Can Co.	404,987	33.7
National Can Co.	197,469	16.5
All Other Manufacturers	38,612	3.2

**Shipments of Metal Soft Drink Containers, West of the Rockies, for 1955
Compared with the Leading Manufacturers in that Section**

(In Thousands Of Units)

	1955	
	Volume	Percent
<u>West of the Rockies, Total</u>	89,836	100.0
American Can Co.	28,480	31.8
Continental Can Co.	11,699	13.1
National Can Co.	49,157	55.1
All Other Manufacturers	2/	

In the East, Central and West geographical areas set forth in the Facts For Industry Metal Cans, Summary For 1955 the can use category for soft drink was consolidated with another can use category entitled, "all other food."

Since the three leading companies manufactured 99.0 of all cans for soft drinks the breakdown East and West of the Rockies was accomplished by selecting the plants of each company manufacturing this product and totaling the shipments from the plants located in each of the two market areas. There were 3235 units that could not be accounted for when comparing the total for all plants to the U.S. total and therefore placed in the East of the Rockies area under the heading "all other manufacturers".

Shipments of Metal Non-Food Containers, West of the Rockies for 1955
Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	1955	
	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies, Total</u>	557,203	100.0
American Can Co.	238,249	42.8
Continental Can Co.	151,607	27.2
	14,886	2.7
National Can Co.	113,179	20.3
All Other Manufacturers	54,168	9.7
	65,489	11.7

**Continental U. S. Shipments of All Types of Glass Containers, - East of the Rockies,
for 1935 Compared with the Leading Manufacturers in that Section**

(In Thousands of Units)

	Volume	Percentage
<u>East of the Rockies. Total</u>	17,347,991	100.0
Crown-Victoria Glass Co.	5,700,000	33.5
Anchor Hocking Glass Co.	2,031,964	11.8
Samuel Adams Glass Co.	1,434,000	9.5
All Other Manufacturers	7,793,724	45.2

**Continental U. S. Shipments of All Food, Non-Food, Beer and Beverage Glass Containers,
East of the Rockies, for 1935 Compared with the Leading Manufacturers in that Section**

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	15,572,707	100.0
<u>Crown-Illinois Glass Co.</u>	5,166,944	33.2
<u>Anchor Hocking Glass Co.</u>	1,929,034	12.4
<u>Heck Atlas Glass Co.</u>	1,504,000	10.2
<u>All Other Manufacturers</u>	6,892,729	44.2

Continental U. S. Shipments of Glass Food Containers, East of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	6,871,693	100.0
Owens-Illinois Glass Co.	2,119,926	30.8
Anchor Hocking Glass Co.	1,175,472	17.1
Hazel Atlas Glass Co.	747,936	10.9
All Other Manufacturers	2,828,359	41.2

Continental U. S. Shipments of Beer Bottles, Returnable and Non-Returnable, East of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	1,265,378	100.0
Crown-Illinois Glass Co.	449,996	35.5
Anchor Hocking Glass Co.	151,488	12.0
Heidelberg Glass Co.	12,672	1.0
All Other Manufacturers	651,222	51.5

Continental U. S. Shipments of Beverage Glass Containers, Returnable and Non-Returnable,
East of the Rockies, for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	1,247,356	100.0
Owens-Illinois Glass Co.	548,293	44.0
Anthon Hocking Glass Co.	60,768	4.9
Hazel Atlas Glass Co.	720	0.6
All Other Manufacturers	637,575	51.1

Continental U. S. Shipments of Non-Food Glass Containers, East of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>East of the Rockies, Total</u>	6,183,280	100.0
Quincy-Illinois Glass Co.	2,048,729	33.1
Anchor Hocking Glass Co.	541,296	8.7
Hazel Atlas Glass Co.	822,672	13.3
All Other Manufacturers	2,775,583	44.9

Continental U. S. Shipments of All Types of Glass Containers, West of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies, Total</u>	2,109,065	100.0
Owens-Illinois Glass Co.	841,157	39.9
Anchor Hocking Glass Co.	215,136	10.2
Hamel-Atlas Glass Co.	232,704	11.0
All Other Manufacturers	820,068	38.9

Continental U. S. Shipments of All Food, Non-Food, Beer and Beverage Glass Containers,
West of the Rockies, for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies, Total</u>	1,787,933	100.0
Owens-Illinois Glass Co.	754,624	42.2
Anchor-Hocking Glass Co.	191,376	10.7
Hazel-Atlas Glass Co.	190,656	10.7
All Other Manufacturers	651,277	36.4

Continental U. S. Shipments of Glass Food Containers, West of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies, Total</u>	1,171,859	100.0
Quinn-Illinois Glass Co.	457,818	39.1
Anchor Hocking Glass Co.	121,104	10.3
Hampel Atlas Glass Co.	155,088	13.2
All Other Manufacturers	437,849	37.4

Continental U. S. Shipments of Beer Bottles, Returnable and Non-Returnable, West of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies. Total</u>	240,142	100.0
Owens-Illinois Glass Co.	78,196	32.6
Anchor-Hocking Glass Co.	51,120	21.3
Heisl-Atlas Glass Co.	-	-
All Other Manufacturers	110,826	46.1

Continental U. S. Shipments of Beverage Glass Containers, Returnable and Non-Returnable,
West of the Rockies, for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies, Total</u>	135,492	100.0
Owens-Illinois Glass Co.	122,891	79.0
Anchor Hocking Glass Co.	13,536	8.7
Libbey Atlas Glass Co.	-	-
All Other Manufacturers	19,065	12.3

Continental U. S. Shipments of Non-Food Glass Containers, West of the Rockies,
for 1955 Compared with the Leading Manufacturers in that Section

(In Thousands of Units)

	<u>Volume</u>	<u>Percent</u>
<u>West of the Rockies, Total</u>	220,440	100.0
Owens-Illinois Glass Co.	95,719	43.4
Anchor Hocking Glass Co.	5,616	2.6
Hazel Atlas Glass Co.	35,568	16.1
All Other Manufacturers	83,537	37.9

**Continental United States Shipments of All Types Glass and Metal Containers
For 1955 Compared With the Leading Manufacturers in the Industry
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Continental United States</u>	19,357,056	39,796,497	59,153,553	100.0
American Can Co. (inc. Hawaii)	-	15,821,371	15,821,371	26.8
Continental Can Co.	-	12,972,060 12,967,602	12,972,060 12,967,602	21.9 21.9
National Can Co.	-	1,967,401	1,967,401	3.3
Quinn-Illinois Glass Co.	6,629,760	-	6,629,760	11.2
Anchor-Hocking Glass Co.	2,246,400	-	2,246,400	3.8
Basel-Atlas Glass Co.	1,867,104	-	1,867,104	3.2
All Other Manufacturers	8,613,792	9,034,065 9,039,123	17,648,657 97,652,915	29.8 29.8

Note: This tabulation is a consolidation of tables.

**Continental United States Shipments of Glass and Metal, Food, Non-Food, Beer, Beverages and Soft Drink Containers For 1955 Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Food, Non-Food, Beer, Beverages</u>	17,360,640	39,796,497	57,157,137	100.0
American Can Co.	-	15,821,371	15,821,371	27.7
Continental Can Co.	-	12,968,602	12,968,602	22.7
National Can Co.	-	12,972,860	12,972,860	22.7
	-	1,967,401	1,967,401	3.4
Owens-Illinois Glass Co.	5,921,568	-	5,921,568	10.4
Anchor-Hocking Glass Co.	2,120,400	-	2,120,400	3.7
Heidel-Atlas Glass Co.	1,774,656	-	1,774,656	3.1
All Other Manufacturers	7,544,016	9,039,123	16,583,139	29.0
		9,034,865	16,578,881	29.0

**Continental United States Shipments of Glass and Metal Food Containers
For 1955 Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Food Containers</u>	8,043,552	24,734,349	32,777,901	100.0
American Can Co.	-	9,509,528	9,509,528	29.0
Continental Can Co.	-	7,439,766	7,439,766	22.7
National Can Co.	-	7,444,024	7,444,024	22.7
	-	982,318	982,318	3.0
Owens-Illinois Glass Co.	2,577,744	-	2,577,744	7.9
Anchor-Mocking Glass Co.	1,296,576	-	1,296,576	4.0
Heidel-Atlas Glass Co.	903,024	-	903,024	2.7
All Other Manufacturers	3,266,208	6,802,737 6,798,479	10,068,945 10,064,687	30.7 30.7

[fol. 1493]

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**Continental United States Shipments of Glass and Metal Beer Containers for
1955 Compared With the Leading Manufacturers in the Industry
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Beer Containers</u>	1,505,520	7,358,251	8,863,771	100.0
American Can Co.	-	3,714,577	3,714,577	41.9
Continental Can Co.	-	3,189,741	3,189,741	36.0
National Can Co.	-	344,275	344,275	3.9
Crown-Illinois Glass Co.	528,192	-	528,192	5.9
Anchor-Hecking Glass Co.	202,608	-	202,608	2.3
Monel-Atlas Glass Co.	12,672	-	12,672	0.2
All Other Manufacturers	762,048	109,658	871,706	9.8

**Continental United States Shipments of Glass and Metal Beverage and Soft Drink Containers
For 1955 Compared with the Leading Manufacturers in the Industry
(In Thousands of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Beverage and Soft Drink</u>	1,402,348	344,035	1,746,903	100.0
American Can Co.	-	156,874	156,874	9.0
Continental Can Co.	-	126,422	126,422	7.2
National Can Co.	-	57,521	57,521	3.3
Owens-Illinois Glass Co.	671,184	-	671,184	38.4
Anchor-Hocking Glass Co.	74,304	-	74,304	4.3
Hazel-Atlas Glass Co.	720	-	720	-
All Other Manufacturers	656,640	1,238	659,878	37.8

**Continental United States Shipments of Glass and Metal Non-Food Containers
For 1953 Compared with the Leading Manufacturers in the Industry
(In Thousand of Units)**

	<u>Glass Container Shipments</u>	<u>Metal Container Shipments</u>	<u>Total, Glass and Metal Container Shipments</u>	<u>Percent</u>
<u>Non-Food Containers</u>	6,408,720	7,359,842	13,768,562	100.0
American Can Co.	-	2,440,392	2,440,392	17.7
Continental Can Co.	-	2,212,673	2,212,673	16.1
National Can Co.	-	583,287	583,287	4.2
Owens-Illinois Glass Co.	2,144,443	-	2,144,443	15.6
Anchor-Hocking Glass Co.	546,912	-	546,912	4.0
Nazel-Atlas Glass Co.	858,240	-	858,240	6.2
All Other Manufacturers	2,859,120	2,123,490	4,982,610	36.2

[fol. 1496]

GOVERNMENT'S EXHIBIT 803

Plaintiff's Statistical Tables—Folder C

Index

1-c

Continental United States Shipments of Metal Containers for Sale by the Three Leading Manufacturers (Excludes Metal Containers Shipments by Captive Plants)

2-c

Production and Shipments of Crown Caps by Continental Can Company Compared to United States Total for the Years 1955, 1956 and 1957

3-c

1956 and 1957 Production and Shipments of Vacuum, Screw Thread, and Lug Commercial Closures Made from Tin Mill Products by White Cap Company and Hazel-Atlas Glass Co. in 1956

4-c

Production and Shipments of Vacuum Type Commercial Closures (Tin Mill Product) in 1958 By White Cap Company and Screw Thread and Lug Type (Non-Vacuum) Commercial Closures by Hazel-Atlas Glass Co.

5-c

The Value of Packaging Materials for 1957 and 1958 Compared to the Net Sales and Operating Revenues of Continental Can Company

[fol. 1497]

1c

Continental United States Shipments of Metal Containers for Sale by the Three Leading Manufacturers (Excludes Metal Containers Shipments by Captive Plants)

(In Short Tons of Steel Consumed)

	1957		1956		1955	
	Tons	Percent	Tons	Percent	Tons	Percent
Continental United States.....	4,556,616		4,707,099		4,390,911	
Less Shipments by Manufacturers For Own Use.....	632,859		672,270		574,144	
Shipments For Sale In Continental U.S.	3,923,757	100%	4,034,829	100%	3,816,767	100%
Shipments By						
American Can Co.	1,678,751	42.8	1,779,031	44.1	1,726,842	45.2
Continental Can Co.	1,477,390	37.6	1,509,131	37.4	1,419,204	37.2
National Can Co.	254,296	6.5	247,014	6.1	221,318	5.8
All Other Manufacturers.....	513,320	13.1	499,653	12.4	449,403	11.8

Note: Continental United States includes the 48 States only.

Tonnage totals for the three companies are the result of converting base boxes of steel consumed by using Bureau of the Census end use conversion factors for metal cans as published in Facts For Industry, Series M34D.

"All other manufacturers" represents the difference of the total shipments for sales and the combined total for the three manufacturers. Continental U. S. Totals are from the Bureau of Census, Facts For Industry, Series M34D and adjusted by excluding the shipments by plants operating in Hawaii which totals (1955-93,088 tons; 1956-78,572 tons and 1957-49,934 tons.)

Source: Bureau of the Census, Facts For Industry, Series M34D. Metal can statistical data obtained from American Can Co. and National Can Co. Data for Continental Can is from DP 2134 through DP 2176.

[fol. 1498]

2c

Production and Shipments of Crown Caps by Continental Can Company Compared to United States Total for the Years 1955, 1956 and 1957

(Gross)

	1957		1956		1955	
	Production	Shipments	Production	Shipments	Production	Shipments
Total for the United States.....	317,646,839	313,772,070	298,387,180	310,202,831	332,645,526	326,733,012
Percent.....	100%	100%	100%	100%	100%	100%
Continental Can Company.....	60,991,000	58,106,000	56,615,000	57,128,000	54,284,852	55,798,548
Percent of Total for United States..	19.2%	18.5%	19.0%	18.4%	16.3%	17.1%
All other Manufacturers.....	256,655,839	255,666,070	241,772,180	253,074,831	278,360,674	270,934,464
Percent of Total for United States..	80.8%	81.5%	81.0%	81.6%	83.7%	82.9%

Source: Continental Can Co. production and shipment statistics from DP 2343 through 2444 and 3297 U. S. totals from U. S. Department of Commerce, Bureau of the Census, Facts For Industry Closures for Glass Containers and Crowns, Series M34H-08, M75C-06. "All other Manufacturers" represents the difference in the totals for the United States and Continental Can Co.

[fol. 1499]

3c

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1956 and 1957 Production and Shipments of Vacuum, Screw Thread, and Lug Commercial Closures Made From Tin Mill Products By

White Cap Company and Hazel-Atlas Glass Co. in 1956
(In thousands of units)

	1956		1957	
	Production	Shipments	Production	Shipments
U. S. Production and Shipments of:				
Screw thread and lug types made from tin mill products.....	8,380,719	8,157,737	8,752,629	8,558,968
Vacuum (friction) type.....	3,281,742	3,287,705	2,693,747	2,622,421
Total U. S.	11,662,461	11,445,442	11,446,376	11,181,389
	100%	100%	100%	100%
White Cap Company.....	460,597	377,223	1,226,001	1,131,570
Reported under vacuum (friction) type.....	1,747,483	1,740,549	1,127,040	1,175,197
Total White Cap.....	2,208,080	2,117,772	2,353,041	2,306,717
Percent of U. S. Total.....	18.9%	18.5%	20.6%	20.6%
Hazel-Atlas Glass Co.	440,618	431,561	392,518	380,047
Percent of U. S. Total.....	3.8%	3.8%	3.4%	3.4%
Total for White Cap and Hazel-Atlas.....	2,648,698	2,549,333	2,745,559	2,686,764
Percent of U. S. Total.....	22.7%	22.3%	24.0%	24.0%

Source: D.P. 2297 through 2320 for White Cap Company. D.P. 2273 through 2296 for Hazel-Atlas Glass Co.
U. S. Totals from U. S. Department of Commerce, Bureau of the Census, Facts For Industry, Closures For Glass Containers and Crowns.
M34H-07.

Note: Prior to 1958 top seal vacuum closures with a lug thread are included with screw, thread and lug type vacuum type caps.

[fol. 1500]

4c

Production and Shipments of Vacuum Type Commercial Closures (Tin Mill Product) in 1958 by White Cap Company and Screw Thread and Lug Type (Non-Vacuum) Commercial Closures by Hazel-Atlas Glass Co.

(In thousands of units)

	1958	
	Production	Shipments
U. S. Production and Shipments of vacuum type closures.....	4,332,540	4,301,952
Percent.....	100%	100%
White Cap Company		
Reported under vacuum type, tin mill products.....	2,670,132	2,607,100
Percent of U. S. Total.....	61.6%	60.6%
U. S. Production and Shipments of screw thread and lug type closures, tin mill products.....	7,749,183	7,776,361
Percent.....	100%	100%
Hazel-Atlas Glass Co.		
Reported under screw thread and lug type closures, tin mill products.....	364,240	365,356
Percent of U. S. Total.....	4.7%	4.7%

Source: D.P. 3297 for White Cap Company. D.P. 3240 for Hazel-Atlas Glass Co.

U. S. Totals from U. S. Department of Commerce, Bureau of the Census, Facts For Industry, Closures for Glass Containers and Crowns. M34H-08.

Note: Prior to 1958 top seal vacuum closures with a lug thread are included with screw, thread and lug type vacuum type caps.

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Willkie Farr Gallagher Walton & FitzGibbon
15 Broad Street
New York 5, N. Y.

June 9, 1960.

Honorable Robert A. Bicks,
Assistant Attorney General,
Antitrust Division,
United States Department of Justice,
Washington, D. C.

Re: United States of America v Continental Can Company,
Inc. and Hazel-Atlas Glass Company—Civil Action
No. 112-387

Dear Mr. Bicks:

This is to advise that in the interest of expediting the trial of the above case, defendant does not propose to make any objections to the admissibility of the following numbered documents in the event they are offered in evidence, even though their relevance is unclear. With respect to those documents which were produced by defendant, the numbers assigned by the defendant at the time they were produced are given in parenthesis immediately following the number assigned by the Government.

G-132

G-170B

G-171-184, inclusive

G-299

G-300

G-403 (DP-2543)

G-405A (DP-2519).

G-423 (DP-3132)

G-424 (DP-3131)

G-425 (DP-2497)

G-426 (DP-2908)

G-427 (DP-2909)

G-448 to G-466 inclusive (DP-2560 to DP-2578
inclusive)

[fol. 1502] G-467 (DP-2559)

G-468 (DP-2558)
G-469 (DP-2557)
G-470 to G-588, inclusive (DP-2579 to DP-2687,
inclusive)

G-651 (DP-324)
G-652 (DP-326)
G-653 (DP-327)
G-654 (DP-330)
G-655 (DP-331)
G-657 (DP-378)
G-658 (DP-395)
G-659 (DP-424)
G-660 (DP-426)
G-661 (DP-496)
G-662 (DP-497)
G-663 (DP-503)
G-664 (DP-545)
G-665 (DP-554)
G-666 (DP-558)
G-667 (DP-594)
G-668 (DP-712)
G-669 (DP-716)
G-670 (DP-719)
G-671 (DP-723)
G-672 (DP-730)
G-673 (DP-710)

[fol. 1503] G-674

G-675 (DP-587)
G-676 (DP-479)
G-677 (DP-375)
G-678 (DP-381)
G-679 (DP-422)
G-680 (DP-439)
G-681 (DP-477)
G-682 (DP-569)
G-683 (DP-413)
G-694
G-695
G-696 (DP-720)
G-697 (DP-765)
G-699 (DP-714)
G-701 (DP-391)

G-702 (DP-392)
G-703 (DP-546)
G-704 (DP-377)
G-705 (DP-393)
G-706 (DP-604)
G-708 (DP-615)
G-709 (DP-325)
G-710 (DP-329)
G-711 (DP-362)
G-712 (DP-350)
G-713 (DP-365)
G-716

[fol. 1504] G-718

G-719 (DP-433)
G-720 (DP-437)
G-721 (DP-547)
G-722 (DP-562)
G-723 (DP-966)
G-724 (DP-954)
G-725 (DP-951)
G-726 (DP-947)
G-727 (DP-940)
G-728 (DP-563)
G-729 (DP-941)
G-730 (DP-945)
G-731 (DP-948)
G-732 (DP-953)
G-733 (DP-959)
G-734 (DP-944)
G-735 (DP-946)
G-736
G-737

G-739 (DP-887)
G-740 (DP-889)
G-742 (DP-897)
G-743 (DP-904)
G-744 (DP-914)
G-746 (DP-926)
G-747 (DP-927)

[fol. 1505] G-760 (DP-817)

G-761 (DP-808)
G-762 (DP-816)

G-763 (DP-818)
G-764 (DP-783)
G-765 (DP-785)
G-766 (DP-780)
G-767 (DP-776)
G-768 (DP-820)
G-769 (DP-778)
G-770 (DP-812)
G-788

Very truly yours
Helmer R. Johnson.

cc: Honorable Frederick van Pelt Bryan, United States
Court House, Foley Square, New York 7, New York.

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[fol. 1506]

GOVERNMENT'S EXHIBIT 806

Joint Session Aerosol Division and Insecticide Division

Mid-Year Meeting

May 21 and 22, 1957

Chemical Specialties Manufacturers Association, Inc.

[fol. 1506a] Joint Session—Aerosol Division and Insecticide Division Mid-Year Meeting

May 21 and 22, 1957

Tenth Anniversary Symposium

Moderators: E. J. McKernan
Seaquist Manufacturing Company
Cary, Ill.

and
John A. Rodda
Fairfield Chemicals Division
~~Food~~ Machinery and Chemical
Corporation, New York, N. Y.

Aerosol Containers—1947, Present and Future
by John M. Heinen, Jr.
Continental Can Company, Inc.
Chicago, Ill.

In the animal world, the ages at which particular breeds come to maturity vary widely. Some turtles, for instance, may be young at the age of 50 years while the entire life span of certain insects may be only a matter of hours or days. So it is in the business world, particularly in the field of packaging. Some excellent ideas never become fully developed; others with little apparent merit may reach general acceptance overnight, only to fade out equally fast; still others enjoy a steady growth and ever-increasing popularity. Take, for example, the aerosol industry, which was mothered by wartime necessity and carefully nurtured by hopeful entrepreneurs in the period immediately following World War II, and now in this its tenth year of commercial acceptance has reached maturity. The name "aerosol" is commonplace today, and, what is more important, people use aerosols, they want them, and they buy them and in rather astounding quantities. Aerosol packages accounted for \$320 million last year in the United States alone, and the industry is just beginning to hit its stride. This meteoric rise has been due to steady progress in the development of containers, valves, and propellants as well as continuing advances in product formulation.

General speaking, the term "aerosol" is applied to those products which derive their dispensing pressure from a liquefied gas propellant in direct contact with the product. From a commercial standpoint, foams as well as airborne and surface-deposited sprays of either liquid or powder are properly classified as aerosols. Pressurized food products such as whipped cream, use a compressed gas as the propellant—usually a mixture of nitrous oxide and carbon dioxide. Pressure packaging would then be a general term which could apply to all products packed in containers with an internal pressurized atmosphere which serves the purpose of expelling the contents.

Let's take a quick look at the background of this rapidly growing industry, particularly from the standpoint of the container. The story of the development of the original high-pressure "bug-bomb" by Goodhue and Sullivan and its subsequent use by the military during World War II is too well known to be repeated here. Suffice it to say that 40 million 1-lb liquefied gas aerosols were used with striking success.

Even before the end of the war it was quite evident that the heavy, cumbersome, expensive military aerosol bomb would have to be replaced by a much simpler and less costly package if this unique method of dispensing insecticide, and perhaps other products, was to find a place in the civilian market. The container industry picked up the challenge of providing a throw-away container which would retain the convenience aspect and functional characteristics of the heavy welded steel "bug-bombs" but would be light in weight, easy to fill, simple to operate, and above all less costly.

The natural initial choice of a container which would meet these requirements was the beer can, which was in fact a pressure container. It would not, however, withstand the high pressure (70 psi gage at 70F) then in use. The most obvious and practical approach was to reduce the pressure in the aerosol container without sacrificing performance in terms of killing power. The two-piece drawn container made by Crown Can Company offered immediate possibilities. Continental Can Company meanwhile developed the three-piece soldered side seam beer can container into an aerosol container. Our aim was to obtain the

desired killing power of the insecticide by the use of a propellant pressure low enough to permit the use of the cheapest possible container. Strengthening the can body of the three-piece can by structure and manufacturing improvements was relatively simple, but perfecting the valve was another matter. The ideal valve had to: (1) be low in cost, (2) provide a suitable aerosol spray at a lower pressure, (3) provide consistent performance, (4) be readily assembled, and (5) be easily operated. No such valve was available, and entry of the three-piece can on the market was delayed for nearly a year while we designed and built a low cost valve to do the job. The result was Continental's "Fingertip" Dispenser, with a soldered valve which operated at a pressure of 25 to 35 psi gage at 70F and proved to be a highly successful aerosol container for many years. I might add that Continental later went out of the valve business, since other manufacturers soon entered the field and took over the task of designing special purpose valves for the myriad products which followed in the wake of the successful marketing of insecticides.

So much for the historical background. Now what about today's containers? Originally only steel (both tin plate and black plate) met the exacting requirements for aerosols, and the 12-oz size was the standard, adapted from the beer can. Today steel cans are being made in the 3-oz, 6-oz, 8-oz, [fol. 1507] 12-oz, 14-oz and 16-oz sizes. While steel still offers certain advantages, other materials have put in their appearance in the last few years, especially for the smaller sizes. Glass aerosols are on the market, ranging in size from 1/2-oz to 4-oz. Plastic containers have been made up to 4 oz and are likewise expected to find a place in the market. Small aluminum containers have joined the parade in the United States, and, as you heard yesterday, aluminum containers of many sizes have been in extensive use in Europe for some time.

Packaging requirements are never static. They are constantly changing. When an unromantic, highly utilitarian, and still novel aerosol can containing hair lacquer moved into milady's boudoir, a new and very demanding requirement arrived on the scene. The package now was required to "belong" in a new company, a different room, a different atmosphere. The insecticide can was a misfit here. Em-

phasis was put on appearance. Color, size, symmetry appeal all became very important. In spite of what some husbands may think, the wifely, toil-stained hand that grasps the insecticidal aerosol in the kitchen with deadly intent directed against a meandering fly is not at all the same, soft, carefully-manicured hand that daintily reaches for the aerosol hair lacquer, perfume or anti-perspirant in another part of the house. Likewise, it should be remembered that merchandising has changed drastically over the last 10 years. With the pronounced trend toward supermarkets, we find that the container is the best, and very often the only, salesman. Consequently, size, shape, color, shelf appeal, eye appeal, label attractiveness, symmetry and contour all become important factors to be added to the previous demanding performance requirements of the aerosol container. These are the factors that have led to marked improvements in the steel aerosol container, and these are likewise the factors which have provided the opportunity for glass, aluminum and plastic to join steel in the aerosol container field. All of these offer possibilities for a new and a different look, at a price.

Container requirements for aerosols must be carefully considered, and compromise decisions must be made in order to come up with the best container for the specific purpose, product and market involved. Cost, strength, weight, appearance, cost of handling, ease of handling, ability to be decorated, ease of filling, corrosion resistance, flexibility with respect to different valves, and quality control factors must all be considered in a final analysis of the choice of container for a particular product.

The Future

We who have been a part of this dynamic aerosol industry may be tempted to look back nostalgically at our past achievements. We may sometimes gaze with pride, and perhaps rightfully so, at the tremendous number and variety of aerosol products now occupying the shelves of the hardware stores, the drug stores, the cosmetic counters, the department stores and the supermarkets. But gentlemen, we cannot afford to be complacent. There are still more unexplored opportunities for aerosol packaging. Practically none of the existing markets are saturated, and many others have not even been touched. On the basis

of the present rate of growth, many people have estimated a production of 600 million aerosol units in 1960, and I for one feel that 1 billion units is not too unrealistic. What are some of the things we can expect in the next few years? I have talked recently with many people both within the industry and outside of it, and these are some of the conclusions I have reached:

1. Container Materials

Steel has been the leader, but glass, aluminum, plastic and perhaps paper will be used more extensively. Composite containers—that is, containers made of more than one of these materials—are practically a certainty. The particular properties of each will be used to advantage.

2. Convenience

There is no question that people are getting lazier and lazier and are willing to pay for convenience. Perhaps not so well understood, however, is the fact that the American consumer is not just interested in the gimmick or novelty aspect. He or she is interested in things that will really save time or will offer some other plus factor. Hence, emphasis can be expected on factors that will not only offer initial attraction, but will assist in obtaining repeat business.

3. Appearance

The requirements of the personal cosmetic field as well as supermarket merchandising and the push-button shopping of the future will continue to emphasize the need for visual salesmanship in the container.

4. Shape

While still greater diversity in the shape and size of containers can be expected, it must be remembered that this trend can mean higher costs, and as a result some pressure will be exerted for standardization.

5. Size

In the packaging field, there is generally a marked trend toward unit packaging and multi-unit packaging on the one hand, and toward the large, economy, king-size or house-

hold size package on the other. These cross-trends have already been evident in the aerosol field, and they are expected to continue. The merchandising of functionally related aerosols in kits of two, three or even more containers can be expected.

6. Pharmaceutical Aerosols

This group is still in its infancy, and we can look for tremendous gains in this field in the next few years.

7. Pressurized Foods

The biggest volume gains in the pressurized dispenser industry will perhaps be in the food field. Here is a practically virgin territory, and while many problems are present, the rewards can be very gratifying. As a matter of fact, the successful packaging of pressurized foods other than whipped cream is no longer a dream. Our laboratories, working in cooperation with valve manufacturers and other suppliers, have produced experimentally a complete package which will do the job. Some difficulties yet remain, but these are in the refinement category. Barbecue sauce, meat tenderizer, ice cream topping, table syrup and an endless number of other products are already in the offing. Some of them will be commercial realities before the end of the year.

Having taken a look at the past, present and future of our vigorous industry from the container standpoint, we cannot but be impressed, not only with the progress made during the first 10 years, but also with the opportunities for additional growth in the next.

More and increasingly complex problems will confront the container manufacturer as new and improved products attempt to find a place in the aerosol field. Packaging requirements will become increasingly demanding, but your container industry is prepared to meet this challenge and supply you with a steady stream of new, different and improved containers to satisfy your requirements.

[fol. 1508] GOVERNMENT'S EXHIBIT 900

Willkie Owen Farr Gallagher & Walton
15 Broad Street
New York 5, N. Y.

July 18, 1956.

Honorable Victor R. Hansen,
Assistant Attorney General,
Antitrust Division,
Department of Justice,
Washington 25, D. C.

Re: SNB:EJ:WDK 60-0-37, 60-358-34, 60-14-33

Dear Judge Hansen:

On behalf of Continental Can Company, Inc. ("Continental"), we transmit herewith the following information and enclosed exhibits requested by Judge Barnes in his letter dated June 27, 1956 and telegram dated June 29, 1956 concerning, respectively, its proposed acquisition of Hazel-Atlas Glass Company ("Hazel-Atlas") and Robert Gair & Company, Inc. ("Gair"). The Hazel-Atlas closing is scheduled for August 8, 1956; it is contemplated that the Gair closing will take place around or shortly after the middle of September.

Before answering the questionnaire, we shall discuss first the application of the Final Judgment entered June 26, 1950 in U. S. v. Continental Can Company, Inc. to the proposed acquisitions and then Continental's tailor-made packaging concept.

[fol. 1509] Application of Final Judgment to Proposed Acquisitions

Judge Barnes' letter raised the question of the application of the Final Judgment entered June 26, 1950 in U. S. v. Continental Can Company, Inc. to the Hazel-Atlas and Gair acquisitions. More specifically, do glass containers, folding cartons, shipping containers and kraft paper bags come within the scope of "containers" as used in provision 12 of Section II of the Judgment?

We respectfully submit that such containers do not come within the Judgment for the reason (1) that the term "con-

tainers" is confined to those metal (packers and general line cans) and fibre (composite containers, fibre milk bottles and comparable products) containers involved in U. S. v. American Can Company and U. S. v. Continental Can Company, Inc. ("Can cases") and which were sold by defendants under long-term requirements contracts and closed by closing machines leased to purchasers of such containers; (2) that glass containers, besides not being metal or fibre, were excluded from the Can cases by agreement of counsel; (3) that bags manufactured from a variety of materials, such as paper, foils, cellophane, laminates, glassine, plastics and wax paper, were deemed not covered by the term in a Stipulation and Order (Exhibit 1 signed November 21, 1952 by Hon. George B. Harris, Judge of the United States [fol. 1510] District Court for the Northern District of California, and *a fortiori*, therefore, folding cartons, shipping containers, and kraft paper bags do not come within the Judgment; and (4) that folding cartons, shipping containers and kraft paper bags were not in any way involved in the Can cases.

An examination of the pleadings, including interrogatories and admissions, pre-trial stipulations and orders, the transcript of the American Can trial and the transcript of the hearings pertaining to the framing of the Can Judgments shows that the Can cases and their resulting Judgments were directed at those types of metal cans and fibre containers which defendants manufactured and sold under long-term requirements contracts and which were closed on closing machines under lease to such container purchasers. An examination of the various proceedings before Judge Harris since the entry of the Can Judgments as well as surveys of the Antitrust Division, such as the one now being made, also demonstrates this point.

It is our recollection that during the early informal pre-trial discussions among counsel in the Can cases, the question of the line of commerce for purposes of computation of market participation was raised by defendants' counsel. Their suggestion that glass containers be included in this computation was rejected by Government counsel. Eventually both Government and defendants' counsel at a con-

[fol. 1511] ference* held May 24, 1948 in San Francisco, agreed that:

"5a: 'All containers' appearing in plaintiff's answer to this interrogatory does not include glass."

"5c 2: As it appears from the allegations of plaintiff's amended complaint plaintiff limits percentages figures to metal containers."

"8 i & j: The percentages referred to are limited to metal containers and metal container closing machinery and plaintiff makes no claim as to percentages of fibre containers or fibre container closing machinery."

The foregoing statements relate to the Government's answers to certain numbered paragraphs [5(a), 5(c)(2), 8(i) and (j)] in interrogatories propounded to the Government by American. Moreover, in a Pre-trial Order signed and filed on August 6, 1948 by Hon. Michael J. Roche, United States District Judge for the Northern District of California, there were stipulations in paragraphs 6 and 7 which defined metal and fibre containers. The substance of these stipulations was that "containers" were confined to metal [fol. 1512] and fibre containers which were sold under requirements contracts and closed by closing machines. To the best of our knowledge, neither American nor Continental manufactured glass containers, folding cartons, shipping containers and kraft paper bags from the time the Government filed its amended complaint on June 7, 1948 to the time that the Judgments were entered in June, 1950.

At the time Continental was considering the acquisition of Benjamin C. Betner Company, a manufacturer of small and medium sized bags from a variety of materials such as paper, foils, cellophane, laminates, glassine, plastics and wax paper, the question of the application of provision

* See Statement of Plaintiff Concerning Memorandum of Matters Agreed upon by Counsel for Parties at a Conference Held in Room 230 of the Federal Building, San Francisco, California, on May 24, 1948, pp. 3 and 5.

12 of Section II of the Judgment to this type of container was presented to the Antitrust Division. After the submission of a Memorandum on the subject dated September 23, 1952 and a full discussion of the matter among an official of Continental, Continental counsel and Government counsel from the Legislative and Clearance Section and Judgments and Judgment Enforcement Section, it was decided that "bags" were not containers within the meaning of the Judgment. Pursuant to this determination, a Stipulation and Order (Exhibit 1) was presented to Judge Harris together with a copy of the Memorandum. It was signed and filed with the Memorandum November 21, 1952 with the Clerk of the Court. For your convenience, we set forth [fol. 1513] an excerpt from this Memorandum:

"Continental, however, is now raising the question whether Betner is a manufacturer of containers within the meaning of the Judgment. If it is, the affirmative showing of the lack of effect on competition would have to be made to the Court. Continental's position is that Betner is not a manufacturer of containers within the meaning of the Judgment. It does not wish, nevertheless, to consummate the acquisition without first presenting the matter to the Antitrust Division.

"The word 'container' is a broad generic term. In common parlance, it embraces practically every conceivable form of receptacle such as barrels, boxes, cartons, cases, trunks, garbage cans, buckets, waste paper baskets, decanters, pots and pans in the kitchen, glass bottles and jars, trays and literally thousands of other products which readily come to mind. In drafting the Judgment, the Court was concerned only with specific types of containers, namely, those containers which were involved in the American and Continental cases; metal cans (general line and packers) and fibre containers (milk bottles and those containers of a comparable nature). This is evident from the transcript which reported the formulation of the Judgment.

"During those proceedings, considerable discussion occurred as to whether the Court intended American's fibre milk bottles to come within the Judgment's definition of containers. Counsel for American urged that it should not, but Mr. Jansen, Counsel for the Govern-

ment, stated (VI Transcript 27, 28): 'It would be a strange fact if the one thing in which American had almost an absolute monopoly, the fibre milk container, were to have no restrictions.'

"Discussion was then had whether Continental's paper cups and plastic containers came within the Judgment. Mr. Jansen readily agreed that they did not, saying (VII Transcript 3): 'They were not in issue in the American Can case. They are not in issue in the [fol. 1514] Continental Can case. We have no objection to spelling that out in the definitions.'

"In short, it seems clear that the prohibition against acquisition of concerns 'in the manufacture for sale of containers' means concerns manufacturing those specific types of containers which were involved in the complaint and in the evidence of the litigation. Containers were narrowed by both Government counsel and the Court to general line and packers metal cans and fibre containers such as milk bottles and the like. These were the containers about which the Government made charges, introduced evidence and helped to formulate a judgment.

"Neither American nor Continental manufactured paper bags or other similar bags produced by Betner at the time of the American litigation or at the time the American and Continental Judgments were entered. Such bags were not in any conceivable way in issue in the proceedings. As a matter of fact, we doubt very much that bags were even mentioned during the trial or during the discussions before the Court on the formulation of the Judgments. Both the Government and the Court recognized that the Judgments should be formulated and construed in the light of the type of containers in issue. Otherwise, the various provisions would not make sense.

"If the Antitrust Division agrees that paper bags do not come within the scope of the Continental Judgment, it will not be necessary to make any presentation to the Court. The matter then could be disposed of by stipulation."

It is our conclusion, therefore, that glass containers, folding cartons, shipping containers and kraft paper bags do

not come within the scope of the term "containers" as used in provision 12 of Section II of the Judgment.

In evaluating the answers to the questionnaire, you may find helpful the following background information on Continental's packaging concept and the type of packaging service it seeks to render.

Continental's Tailor-Made Packaging Concept

The development over the years of Continental's operations and products has made its name, Continental Can Company, Inc., something of a misnomer. While metal containers are still the major part of its business, the business is now "tailor-made packaging" for nearly any product.

The enormous growth in packaging, which is sometimes referred to as a "revolution," was foreseen some sixteen years ago by the then Chairman of the Board and Chief Executive Officer, Carle C. Conway. In the Company's 1940 Annual Report, Mr. Conway wrote: "We must give our customers not only value and quality, but an ever-widening variety and improvement in our products. But management must do more than this. It must be creative. Before the product must come the idea, the inspiration for the product, for without such idea there would be no product.

"We are constantly making increased demands on our Research Departments for the study and development of new ideas. We recognize that in the success of these efforts, rests the hope for the continued growth of the Company." [fol. 1516] Mr. Conway not only correctly interpreted the trend toward more and better packaging, but acted upon it, and laid the foundation for Continental's unique position as a company which can provide whatever type of packaging its customers desire, or whatever kind its customers' products may require. In 1942, Continental entered the paper container and fibre drum fields. In 1944, it undertook the manufacture of paper cups, steel pails, and decorated kitchenware. A modern kraft pulp and paper mill was purchased in 1947, to support the rapidly growing fibre drum operations.

When General Lucius D. Clay succeeded Mr. Conway in 1950, a further study of the packaging industry was made. It showed enormous possibilities for future growth, and

emphasized the importance of a broad variety of packaging media to meet the shifting but ever increasing public demand for attractive and functionally effective individual packages, and the requirements of industry for strong, economical bulk shipping containers. Confirmed in the correctness of its earlier decisions, Continental continued its program of increasing the range of packaging services it could offer its customers. In 1953 the Company continued its diversification or broadening program by entering such packaging fields as paper and laminated bags for coffee and other dry products; flexible packaging involving the conversion, extrusion, lamination and printing of cello- [fol. 1517] phane, polyethylene and other materials; plastic products such as squeeze bottles and pipes; and plastic coated paper plates. Early this year, Continental went into the business of manufacturing vacuum type metal closures.

Continental's tailor-made packaging business was developed through external as well as through internal growth. Because each particular packaging field has its own history, technical information, manufacturing skills, trained workers, managerial problems, selling methods and competitive situation, Continental in many instances entered a particular field by acquiring an existing company. In each non-metal packaging venture, as in the can business, Continental has done its utmost to improve the quality of the package and service provided. We believe a study of the industry will show that, without exception, the effect of Continental's entry into a new packaging line has been to sharpen competition. Well-established national and local leaders in individual packaging fields have felt impelled to review and improve their policies on merchandising, pricing and quality to match the type of service offered by Continental. Continental has breathed new life into packaging fields which were slipping. For example, modern fibre drum manufacturing is a long way from old-style cooperage businesses. By the same token, Continental has had to assume substantial financial and managerial risks [fol. 1518] in challenging the well-entrenched positions of the industry leaders, while at the same time meeting its competitive responsibilities as a metal can manufacturer.

Internal growth is responsible for most of Continental's development. For example, in 1955 Continental had in oper-

ation 72 domestic factories. Of these, 42 were built by Continental, while 30 were obtained through acquisitions. Moreover, Continental's 1955 net sales and operating revenues were \$666 million. \$410 million came from domestic factories which Continental constructed, while \$216 million came from domestic factories it acquired. (It should be added that the originally-purchased equipment in these plants has been greatly increased and modernized, at Continental's expense.) It would seem that in an expanding, competitive economy, the balance between internal growth and external growth must be determined by the situation in the market. 0

The packaging revolution is still in progress, and we believe it has a long way yet to go. The American economic way of life has become a packaged way of life. As a matter of taste, convenience and necessity, the demand for packaging increases each year. Our economic system of mass production and distribution depends to a large extent upon packaging to protect, to help sell, and to provide more satisfaction. In order to complete its diversification [fol. 1519] program and to render a tailor-made packaging service for any customer who wishes to reach any segment of the market with any type of product, Continental must offer glass jars and bottles, folding cartons, shipping containers and kraft paper bags.

In considering the Hazel-Atlas acquisition, Continental was guided by the respective packaging uses of glass and metal containers, and by the fact that in U. S. v. American Can Company and U. S. v. Continental Can Company, Inc., the Antitrust Division took the position that metal containers and glass containers were separate and distinct lines of commerce and thus defendants in those cases could not combine the two for the computation of market participation. The metal closures of Hazel-Atlas are of a different type from the metal closures of Continental, and do not compete with them. The former are screw and home canning types, while the latter is the vacuum type.

In entering the glass container field, Continental recognizes that it will be competing with three national leaders: Owens-Illinois Glass Company, Anchor-Hocking Glass Corporation and Thatcher Glass Manufacturing Company, Inc. One of these, Owens-Illinois, has a dollar volume of

sales many times that of Hazel-Atlas. In this situation [fol. 1520] Continental hopes to create a degree of competition which Hazel-Atlas alone has not been able to provide.

Continental appreciates that to be successful in the glass container business and to provide effective competition to the industry leaders, it must be in a position to offer a complete line of glass jars and bottles, including beverage bottles. Hazel-Atlas' facilities for the production of beverage bottles are very limited. In order to provide a satisfactory entry into this field, Continental has asked us to inform you in the strictest confidence that it is carefully considering the acquisition of the business of Obear-Nestor, Inc., East St. Louis, Illinois, including its subsidiary, Lincoln Container Company, Lincoln, Illinois, to supplement the lines of Hazel-Atlas. This concern is primarily a beverage bottle manufacturer with combined net sales in 1954 and 1955 of around \$15,949,000 and \$14,328,000 respectively. It is our intention to discuss this matter with you fully before proceeding with the acquisition.

As far as Robert Gair Company, Inc. is concerned, Continental is not engaged in the manufacture of folding cartons, shipping containers or the type of kraft paper bag manufactured by Gair. While it is true that Continental's only pulp and paper mill, located at Hopewell, Virginia, manufactures paperboard for sale, as do the mills of Gair, yet their combined net sales of paperboard would not exceed about 5% of the total industry sales.* With the addi-

*This estimated figure was derived by using the dollar paperboard shipment figures reported respectively by Continental and Gair to the Department of Commerce for 1954 and 1955 and the total industry dollar paperboard shipment figure for these years as determined by the trade journal Fibre Containers and Paperboard Mills, vol. XI, No. 8, p. 90 (August 1955) and a telephone call from the publisher, Board Products Publishing Co., to Gair on July 13, 1956 reporting the estimated total industry figure for 1955. It is to be noted that Continental and (we are informed) Gair included in reports to the Department of Commerce their respective intra-company sales of paperboard.

[fol. 1521] tion of glass jars and bottles and cartons, shipping containers and kraft paper bags, Continental will have achieved the degree of diversification in the packaging field toward which it has been carefully building for so many years.

Many products now use or can use a variety of different types of packaging. Thus, it is the policy of Continental to encourage its various individual product divisions to push their own particular type of packaging to maximize customer service, volume and profits. This results in strong intra-company competition which in many instances is more effective than outside competition in bringing about the adoption of improved products, cost reductions and better service to customers. It is our belief that the Continental concept of a broad, all-embracing packaging service, provided by vigorous well-managed and adequately financed product divisions, does more to ensure active and effective competition in the national market place than would be possible without the existence of the organization Continental has developed.

[fol. 1522] With this background in mind, we turn to the answers to the questionnaire.

1. A statement of the plan of merger, and copies of all documents and agreements to be utilized and entered into by the two companies in consummating the merger.

(A) Hazel-Atlas

The plan of merger, described by the Purchase Agreement (Exhibit 2) as a tax-free reorganization within the meaning of the Internal Revenue Code, provides that on the Closing Date Hazel-Atlas will convey, transfer, assign and deliver to Continental all the assets, properties, business and good will of Hazel-Atlas and that in consideration thereof Continental will issue and deliver to Hazel-Atlas an aggregate of 999,140 shares of its presently authorized but unissued Common Stock of the par value of \$20. per share and will assume all the liabilities and obligations of Hazel-Atlas outstanding on the Closing Date. The Purchase Agreement was signed June 29, 1956, and it is anticipated that the Closing Date will be on or about August 8, 1956.

As a part of the plan, as revealed in the Hazel-Atlas

proxy statement (Exhibit 3), Hazel-Atlas will dissolve and distribute all of the Continental Common Stock received to its stockholders in complete winding up and liquidation and complete cancellation or redemption of its Stock, such distribution to be made promptly after the receipt by Hazel-Atlas of the certificates representing such shares. The [fol. 1523] distribution of the Continental Stock to stockholders of Hazel-Atlas will be at the rate of 46/100ths of a share of Common Stock of Continental for each share of Capital Stock of Hazel-Atlas. Fractional shares of Common Stock of Continental will not be issued, but in lieu thereof cash adjustments will be made. The presently issued and outstanding shares of Common Stock of Continental are, and the shares to be distributed to Hazel-Atlas stockholders will be, listed on the New York Stock Exchange.

(B) Gair

The plan of the merger has not as yet been developed in detail. It would appear that it will take the form of a statutory merger. We shall send you copies of all documents as soon as they are available.

2. A brief physical and functional description of the lines or classes of containers and other articles produced and sold by your company, together with copies of all its current price lists.

Item 2 requests two things: (1) a physical and functional description of Continental's product lines and (2) copies of all current price lists for items within each product line. We are setting forth below part (1) and Continental is in the process of preparing part (2), namely, copies of current price lists, but only for representative and large volume items of each product category. To furnish a price list for every item in each category would call for thousands of documents and would, we believe, serve no useful purpose. If you find that you want a price list for any particular item in any category, Continental will be glad to furnish it upon request.

[fol. 1524]

Product Line	Physical Description	Functional Use
1. Metal Cans	Metal Cans are single-walled containers constructed of tin plate, terne plate, black plate or waste plate and manufactured from steel sheets of 29 gauge or lighter; includes all steel pails produced from steel sheets of 29 gauge or lighter but does not include those produced from steel sheets of heavier than 29 gauge; also excluded are ice cream cans and fluid milk shipping containers.	Used for packaging a variety of food products such as fruits and fruit juices, vegetables, evaporated and condensed milk, meat, fish, coffee, syrup, lard and beer; and non-food products such as motor oil, grease, paint, varnish, polish, waxes, drugs, cosmetics and other products.
2. Steel Pails	Steel pails are single-walled shipping containers with a range of capacity from 1 to 12 gallons inclusive, constructed of steel heavier than 29 gauge; excludes metal cans, terne plate oil containers, fluid milk shipping containers, ice cream cans, gas cylinders, beer barrels, reconditioned pails or containers not commercially usable in the transportation of commodities.	Used for bulk packaging of foods, chemicals, paint and petroleum products.
3. Lithographed Kitchenware (Tin Mill Products only)	Manufactured from lithographed tin mill products into metal housewares items.	Used for canister sets, wastebaskets, trays, step-on cans and bread boxes, and is a consumer line.
4. Military Items	Manufactured from a variety of materials, products range from military adaptations of peacetime containers and packaging to aircraft components, and other defense items. (During World War II, Continental turned over large sections of its machine shops and plants to production for the armed forces, and acted as prime and subcontractor for innumerable war products.)	Containers are used by armed forces for packaging a variety of military products. Also manufactured are V/T fuses, parts for Nike guided missiles, aircraft components, honeycomb and barrier materials.
5. Can Closing Equipment and Parts	Designs and manufactures can closing machines, related equipment, auxiliary equipment and repair parts for lease or sale to packers of a variety of food and non-food products.	Used for the final double seaming or crimping of metal covers to metal cans and to supplement operations of closing cans.

[fol. 1525]

Product Line	Physical Description	Functional Use
6. Metal Closures	Crown caps, manufactured from tin plate into metal shells with plastic or cork liners, the latter being "spotted" with aluminum or vinylite for certain beverages. Closures, manufactured of tin plate, sealing compound and paper liners into round metal closures.	Used as caps or closures on beverage bottles by brewers and soft drink bottlers. Used to seal glass bottles and jars for food packaging, on such products as baby foods, catsup, juices, fruits and vegetables.
7. Cork Products	Imported cork waste is ground for the manufacture of composition cork.	Used as liners for caps and closures in beverage and food industries; as expansion joints in highways, etc., school bulletin boards, gaskets, shoe sole fillers and floor underlayment.
8. Low Pressure Laminates	Reinforced polyester resin laminate, available in roll or sheet form.	Used as a decorative material for surfacing furniture and working surfaces and as insulation for electrical products.
[fol. 1526]		
9. Squeeze Bottles	Custom-made or stock polyethylene bottles in various shapes and sizes, to dispense products via a physical squeeze of the container.	Used mainly for packaging and dispensing of deodorants, cosmetics, nasal sprays and various food products, such as mustard and honey.
10. Injection Molding and Rigid Plastic Containers	Custom-made plastic products of many sizes, shapes and uses. Polystyrene and high impact polystyrene nested containers, with lids of polystyrene and polyethylene.	A variety of plastic products. Rigid plastic containers are suited for the packaging of ice cream, sherbet, cottage cheese, salads, candies and various other food products.
11. Plastic Pipe and Fittings	Saran, butyrate, polyethylene and styrene-alloy plastic pipe in various sizes, with complete line of fittings.	Possesses standard application in petroleum and natural gas industry; for irrigation and drainage lines, chemical and food processing lines, water service, waste and disposal lines.

Product Line	Physical Description	Functional Use
12. Paperboard	Kraft linerboard, kraft paper, 009 corrugating medium, folding boxboard and laminated chipboard.	Linerboard used for outside and inside plies in corrugated shipping cases and for cylindrical side-walls and bottoms of fibre drums; corrugating medium for the layer inside the two liners in a corrugated shipping case; kraft paper for such purposes as wrappings and bag making, folding boxboard for folding and set-up boxes; laminated chipboard for the bottoms of fibre drums.
13. Paper Products	<p>Fibre drums with cylindrical side-walls convolutely wound of kraft linerboard laminated with adhesive, while top and bottom construction vary from all fibre to all metal.</p> <p>Containers and cups, manufactured of paper with paper or metal lids. Nesting type containers are single or double-wrapped in tub or tumbler shapes. Cylindrical containers are spiral wound and have slip-over lids.</p> <p>Consumer plates and cups, manufactured of paper.</p> <p>Paper specialty packaging envelopes in machine-folded sizes, from 1 x 1 inch to 16 x 20 inches, in various shapes.</p> <p>Kraft paper bags, unlined or lined with glassine paper, films and foils.</p>	<p>Used primarily for bulk shipments of dry, solid and liquid products, such as chemicals, plastics, foods, films and metal parts.</p> <p>Containers are used for packaging salads, ice cream, cottage cheese and other dairy products, while the tumbler-shaped cups are used for hot and cold drinks.</p> <p>Used by consumers primarily for picnic use.</p> <p>Used to package miscellaneous products like seeds, scissors, saw blades, dyes and powdered foods.</p> <p>Used for the packaging of dry products such as coffee, insecticide, fertilizer, pet food, chemicals.</p> <p>Used for packaging foods, chemicals, textiles, photographic supplies and various other types of prod-</p>
14. Flexible Packaging	Manufactures, converts and prints basic flexible packaging materials (films, foil and paper), supplying each, or a lami-	

[fol. 1527]

Product Line	Physical Description	Functional Use
[fol. 1528]	nation combining two or more, in sheets, rolls, bags or pouches. Vaporized metal coatings on various transparent films such as Mylar.	ucts. Used as a decorative material, and, in laminated and slit form, and used as metallic yarn by the textile industry.

[fol. 1529] 3. The total dollar volume of sales for each line or class of products of your company in each of the past two years.

Continental's Gross Sales By Product Group
(million \$)

	1954	1955
Metal Cans	\$401.1	\$433.1
Steel Pails	4.8	5.5
Lithographed Kitchenware (Tin Mill Products only)	2.6	3.1
Military Items	35.7	30.0
Can Closing Equipment & Parts	3.3	3.4
Metal Closures (a)	33.4	36.7
Cork Products	1.1	1.3
Low Pressure Laminates	.8	1.1
Squeeze Bottles	.7	1.3
Injection Molding & Rigid Plastic Containers	1.3	1.1
Plastic Pipe and Fittings (b)	.6	.4
Paperboard	16.5	20.4
Paper Products	72.2 (c)	77.1
Flexible Packaging	22.5 (c) (d)	23.7

(a)—Includes 1954 and 1955 sales of White Cap Co. which was acquired in January 1956.

(b)—Continental is no longer manufacturing a line of Plastic Pipe. The Company disposed of this operation to Orangeburgh Manufacturing Co. in early 1956.

(c)—Includes full year's sales of American Paper Goods Company which was acquired in November 1954.

(d)—Includes 1954 sales and full year's sales in 1955 of Vaporized Metal Coatings, Inc. which was acquired in May 1955.

[fol. 1530] 4. The dollar volume of sales in these lines or classes of products by all companies in each of the past two years.

Estimated Gross Sales of All Companies By Product Line
(million \$)

	1954	1955
Metal Cans (a)	\$1,270	\$1,380
Steel Pails (a) ^o	52	60
Lithographed Kitchenware (Tin Mill Products only)	n.a.	n.a.
Military Items	n.a.	n.a.
Can Closing Equipment & Parts	n.a.	n.a.
Metal Closures (a)	175	195
Cork Products (a)	36	36.5
Low Pressure Laminates	n.a.	n.a.
Squeeze Bottles (b)	11	14
Injection Molding & Rigid Plastic Containers	n.a.	n.a.
Plastic Pipe & Fittings (b)	40	45
Paperboard (c)	1,513	1,767
Paper Products	n.a.	n.a.
Flexible Packaging	n.a.	n.a.

(a)—Industry estimates made by Continental based on U. S. Department of Commerce data.

(b)—Industry estimates made by Continental based on diverse sources due to lack of government or trade association data.

(c)—Industry estimates made by Continental based on trade association data; represents the dollar value of paperboard production only, including paperboard used internally.

[fol. 4531] 5. If the two companies, separately or jointly, have prepared a survey or forecast of anticipated demands for these products and/or a forecast of growth trends for the industry, please furnish a copy.

Exhibit 4 contains those available forecasts of anticipated changes in physical volume through 1959. Possible price changes were not considered in these forecasts. Continental has based its estimates in Exhibit 4 on the expectation that 1956-1959 will be predominantly a period of growth in the over-all economy.

6. Present position of your company in the industry. Show by dollar volume of sales and percentage of the market the five or six leading companies in each line or class of products.

Continental's 1955 Position in Various
Segments of the Packaging Industry

1. Metal Cans

1. American Can Co.
2. Continental Can Co.—31.4%

- 39
3. Campbell Soup Co.
 4. National Can Corp.
 5. Crown Cork & Seal Co.
 2. Steel Pails
 1. Jones & Laughlin Steel Corp.
 2. Inland Steel Co.
 3. Rheem Manufacturing Co.
 4. U. S. Steel Corp.
 5. Continental Can Co.—9.2%
 3. Lithographed Kitchenware (Tinmill Products only)
 1. National Can Corp.
 2. Continental Can Co.—20%
 3. Nesco, Inc.
 4. Harvell Manufacturing Corp.
 5. Parker Metal Decorating Co.

[fol. 1532] 4. Military Items

Because of the large number of suppliers furnishing directly or indirectly a wide variety of military items to the Government, Continental has no way of determining its participation.

5. Can Closing Equipment
 1. American Can Company
 2. Continental Can Co.*
 3. National Can Corp.
 4. Crown Cork & Seal Co.
 5. Angelus Can Machinery Co.
 6. Baldwin-Lima-Hamilton Corp.
 7. Max Ams
6. Metal Closures
 1. Crown Cork & Seal Co.
 2. Continental Can Co.—18.8%
 3. Owens-Illinois Glass Co.

*Figures are not available to Continental for determining its percentage participation in this line. The order of rank after Continental is only an estimate.

4. Anchor-Hocking Glass Corp.
5. Ball Bros. Co.

7. Cork Products

Continental's cork production is an adjunct to its crown manufacturing function. Commercial sales account for less than 5% of industry volume. Continental has insufficient knowledge of primary commercial operations in this field to be able to rank companies by size.

8. Low Pressure Laminates and

10. Injection Moldings and Rigid Plastic Containers

These two lines are minor with the company. They cover a variety of products. Continental has insufficient knowledge of primary manufacturers to rank them. Continental's sales volume is estimated to be less than 1% in the injection moldings field and less than 3% in the high and low pressure laminates field.

9. Squeeze Bottles

1. Plax Corp.
2. Injection Molding Corp.
3. Royal Manufacturing Co.
4. Continental Can Co.—9.3%
5. Bradley Container Corp.

[fol. 1533] 11. Plastic Pipe and Fittings

Continental is no longer engaged in manufacturing plastic pipe. During the period of its activity in this field, it was about No. 10 in order of rank. The field has received recently a number of new entries, including the steel companies.

12. Paperboard

Paperboard is not a major company line. Continental's sales represent less than 2% of industry production. Because its knowledge of major commercial operations is limited, Continental is unable to rank the leaders in this field by sales volume.

13. Paper Products

A variety of products is included here. For most of these, Continental's sales represent less than 1% of industry volume. Fiber drums and paper cups, plates and nested containers account for nearly 80% of its business in this category.

Major companies in the paper cup, plate and nested container industry follow in order of estimated rank:

1. Lily-Tulip Cup Corp.
2. Dixie Cup Co.
3. Sutherland Paper Co.
4. Continental Can Co.—11.5%
5. Diamond Match Co.

Major companies in the fibre drum industry follow in order of estimated rank:

1. Continental Can Co.—82.3%
2. Grief Bros. Cooperage Corp.
3. Rheem Mfg. Co.
4. Master Package Corp.
5. Fibre Drum Co.

14. Flexible Packaging

The products of this industry include packages and packaging materials in a wide variety of forms made from both converted and unconverted materials such as cellophane, polyethylene, other transparent films, foils, specialty papers, and laminations. Because of the industry's diverse nature, Continental is unable to develop a meaningful industry dollar estimate of sales.

[fol. 1534] 7. A statement of the patent positions of your company on these products.

1. Metal Cans

Although Continental has approximately 160 unexpired patents relating to metal cans, not including patents covering methods or apparatus for their manufacture, the over-all picture is that neither Continental nor any other company in the industry is in a position to prevent competitors from manufacturing metal cans.

2. Steel Pails

Continental does not have any patents in the steel pail field.

3. Lithographed Kitchenware

Continental has only three patents in this field and these are insignificant. One, for instance, is a design patent and another covers a refuse container. Continental is not in a position, therefore, to prevent anyone from continuing to operate in this field or from entering it.

4. Military Items

Continental has three insignificant patents in this field. Its patent position, therefore, would prevent no one from competing with it in any of the military products which it manufactures.

5. Can Closing Equipment

Continental patents on can closing machines, related equipment and auxiliary equipment are largely controlled by Section IV of the Final Judgment entered June 26, 1950 in U. S. v. Continental Can Company, Inc. Continental holds about 62 patents. These are improvement patents since all basic have expired. As a consequence, Continental has no control which would prevent others from manufacturing, selling, leasing or using closing equipment.

[fol. 1535] 6. Metal Closures

Crown Caps

Continental has about 41 patents. These include crown cap patents, whether relating to spotting machines or methods of placing spots on cork discs or counters, or methods for compound lining crowns. While Continental's Pearson spotting machine patent does an excellent job here, it will expire August 29, 1956. Furthermore, in order to use it without engaging in infringement litigation, Continental has been paying Crown Cork & Seal Company a royalty at the rate of $\frac{1}{8}\%$ per gross for many years. Although Continental has several method patents covering the

lining of crown shells with a compound, others are not prevented from using a compound in a shell. It is true, however, that they would have to employ a method different from Continental's, as for example, the Dewey & Almy method.

It is believed that Continental has a slight edge on its competitors in compound lining crown shells. On the other hand, none of its patents would prevent anyone from producing crown caps with a cork liner, either spotted or unspotted.

Vacuum Metal Closures

Continental has approximately 26 unexpired patents. On the whole, caps similar to the well-known White Cap can be produced by others without patent infringement. It is not believed that Continental has a position in the vacuum type metal closure field which would prevent vigorous competition.

7. Cork Products

In this field Continental has a patent expiring this year covering an extruder for cork sheets; two 1943 patents covering cork rod extruders; and a 1945 patent covering a cork rod extruder. Its position, therefore, is such that it would be unable to prevent the manufacture of cork sheets or slabs or cork rods by others.

[fol. 1536] 8. Low Pressure Laminates

Continental has 8 patents in this field. One of these covers continuous lamination. Continental has licensed three competitors under this patent and has even extended the offer to license others who make resin impregnated laminates.

This patent would not prevent others from producing laminates. However, for the manufacture of laminates containing a polyester resin in a continuous manner, it is believed that the patent is fairly broad in its coverage.

9. Squeeze Bottles

Continental has four patents. One of these covers a specific atomizing structure in a squeeze bottle, but

there are ways of avoiding this patent. The other three cover the apparatus and method for manufacturing bottles.

Summed up, while Continental believes it has a good method and machine for producing squeeze bottles, its position could not prevent others from entering and practicing in this field.

10. Injection Molding and Rigid Plastic Containers

Injection Molding

In this field Continental has three patents relating only to minor improvements in preheating molding powders, cure testing and injection molding. It also has an exclusive license under 2 product patents and one pending application for the manufacture and sale of a turret seal spout. For this one spout, Continental believes its license is valid. Its patent position, however, in injection moldings is insignificant.

Rigid Plastic Containers

Continental has no patents.

11. Plastic Pipe and Fittings

Continental has one patent covering an injection unit for a molding machine. It is insignificant.

[fol. 1537] 12. Paperboard

Continental has two patents relating only to the production of paper laminated structures. It has no patents relating to the manufacture of paperboard. Its position, therefore, is such that it would be unable to prevent the manufacture of paperboard of any kind.

13. Paper Products

Fibre Drums

Continental has approximately 18 patents in this field, none of which could be construed as basic in any degree. In other words, Continental would not be in a position to prevent others from manufacturing fibre drums unless they infringed specific patent claims.

Nested Containers and Cups

Continental does not have any patents on paper cups per se. The only patent in this field is one covering an automatic machine for manufacturing cone-shape paper cups, which by no means dominates this type of cup. Others in the field have been producing it for years.

Thus, patentwise in this field Continental is not in a position to prevent anyone from making nested paper containers and cups.

Consumer Plates and Cups

Continental's patent position in the field of consumer paper plates and cups is not such that it could prevent others from producing paper plates. It has no patent protection on consumer paper cups.

Packaging Envelopes

Continental's position in the packaging envelope field is such that it cannot prevent anyone from manufacturing packaging envelopes.

[fol. 1538] Kraft Paper Bags

Continental has a patent on a method for producing bags which are principally used for the packaging of coffee. This method patent, however, does not prevent others from producing bags for the packaging of coffee. As a matter of fact, there are other such bags which are being produced today in competition with Continental's.

14. Flexible Packaging

In this field Continental has approximately 120 patents. These include, in addition to article patents, machines and methods for producing flexible packages and printing rolls. None of these patents, it is believed, prevent others from manufacturing rolls of flexible material or flexible containers whether they are paper bags, cellophane bags, polyethylene bags, etc. The patents are, generally speaking, directed to specific structures or apparatus or method for making

them. The claims of these patents, of course, would prevent others from employing them, but there are diverse other ways of producing flexible packages. Continental also has a patent covering a heating element and assembly for the deposition of metals by thermo vaporization of metal in vacuo from the surface of such heating element. The patent is used to assist in the deposition of metal on flexible materials. This patent does not place Continental in a position to prevent its competitors from depositing metals on flexible materials by vaporization.

8. Copies of the annual report, income statement and balance sheet for your company for the past three years.

Attached hereto as Exhibits 5(a), 5(b) and 5(c) are copies of Continental's annual report for the past three years.

9. Copies of the minutes of meetings of the boards of directors, executive committees and finance committees of your company concerning the merger.

Exhibit 6(a) consists of two certified copies of portions [fol. 1539] of the minutes of meetings of the Board of Directors held May 16, and June 20, 1956, as well as an uncertified copy of a portion of the minutes of a meeting of the Board of Directors to be held on July 18, 1956. We did not wish to delay this letter until certification after the meeting. A certified copy, however, will be available if desired. Exhibit 6(b) is a copy of a portion of the minutes of a meeting of the Executive Committee of the Board of Directors held June 13, 1956. Both Exhibits pertain to the acquisition of Hazel-Atlas.

Exhibits 7(a) and 7(b) are certified copies of portions of the minutes of a meeting of the Board of Directors held June 20, 1956 and of a meeting of the Executive Committee of the Board of Directors held July 11, 1956, respectively, with regard to the acquisition of Gair.

10. A brief description of previous mergers and acquisitions of your company.

Chartered in 1913 to succeed, among others, Continental Can Company, producing metal cans since 1905, Continental Can Company, Inc. entered an industry which was dominated by American Can Company. Through natural expan-

sion and through a number of acquisitions, Continental furnished the competition with which American had not [fol. 1540] hitherto been confronted. The purpose and effect of this growth was to increase competition in the entire can making industry.

Continental's acquisitions from 1923-1944 enabled it to engage in the manufacture of new types of general line cans, to compete in localities not previously serviced, as the Pacific Coast and the Gulf Coast, and to expand production. In only a few cases, and then to a minor extent, had there existed any competition between Continental and the company acquired. In such instances, competition in the industry was never lessened but was vigorously continued and expanded under Continental's efficient management.

As far as we can determine from presently available records, all of Continental's significant acquisitions of can making facilities from 1920 through 1944 were taken up with the Department of Justice or reported to the Federal Trade Commission. In many of these acquisitions, as for example, Owens-Illinois Can Company in October 1944, clearance was obtained from the Department of Justice. It was the position of the Department and the Commission that the can making industry should have at least one concern which could compete effectively against American Can Company.

Around 1939 or 1940, Mr. Conway conceived the idea of furnishing a "tailor-made packaging service" for almost [fol. 1541] every product. Accordingly, the acquisitions from 1942 to date, with the exceptions of Owens-Illinois Can Company and Val Vita Food Products Company,* were exclusively in packaging lines other than the metal can one. Attached hereto is a summary description (Exhibit 8) of these acquisitions.

11. A list of directors, officers and major stockholders of your company and their connection with other companies in comparable fields.

* Val Vita had operated a can making line to furnish cans for its own food packing business. In 1943 Continental purchased the can making machinery and equipment when Val Vita found it unprofitable to make its own cans.

We are enclosing a list of Continental's Directors and Officers (Exhibit 9) and major stockholders (Exhibit 10). As explained on July 6, 1956 to Mr. Ephraim Jacobs on the telephone, that part of the question asking for "their connection with other companies in comparable fields" is difficult to answer with certainty and within a short time for the reason that each must examine his security portfolio and then communicate with each concern in which stock is held to determine the various products manufactured. We experienced this last May 1956 in connection with Continental's response to a Grand Jury subpoena duces tecum in connection with the Kraft paper investigation. If you find that you need specific information with respect to any Director or Officer, Continental will be glad to furnish it. [fol. 1542] As a result of an arrangement reached with the New York Field Office of the Antitrust Division pertaining to the Grand Jury subpoena, we discovered that the following Officers and Directors owned stock in these paper companies:

Name	Status	Shares	Company
C. E. Eggerss	Officer	558	Waldorf Paper Products
R. L. Perin	Officer	1,220	Champion Paper Company
E. R. Van Meter	Officer	210	Eastern Corporation
Paul C. Cabot	Director	1,250	International Paper Company
		500	West Virginia Pulp & Paper Company
W. I. Myers	Director	100	St. Regis Paper Company

It is the best judgment of Continental's management that no Officer or Director has a sufficient number of voting shares in a competitor which would be of sufficient size to influence the corporate policies of Continental or the competitor.

If you need any further information, please do not hesitate to communicate with us.

Sincerely yours, Willkie Owen Farr Gallagher & Walton.

[fol. 1343] GOVERNMENT'S EXHIBIT 949

Federal Bureau of Investigation

Date 8/30/60.

The following items were purchased at the Safeway Store, 4015 Wisconsin Avenue, N. W., Washington, D. C., on August 26, 1960. This store is a large supermarket located on a heavily traveled street in residential Washington, D. C.:

One can Libbys tomato juice	\$.35
One glass bottle Ritters tomato juice .....	.31
One glass jar whole onions .....	.31
One can superfine whole onions .....	.18
One glass jar cut green beans .....	.43
One can cut green beans .....	.27
One glass jar asparagus spears .....	.49
One can asparagus tips .....	.35
One glass jar sliced beets .....	.19
One can sliced red beets .....	.13
One can Whitehouse apple sauce .....	.15
One glass jar Mott's apple sauce .....	.19
One can superfine diced carrots .....	.10
One glass jar diced carrots .....	.19
One can olive oil .....	.75
One glass bottle olive oil .....	.15
One can Peter Pan peanut butter .....	.89
One glass jar Peter Pan peanut butter .....	.41
One can Pomona pimientos .....	.29
One glass jar Pomona pimientos .....	.23
One can Scamper liquid for dishwashing .....	.34
One plastic container Lux liquid soap for dishes .....	.37
One can Breath O Pine all purpose cleaner .....	.29
One bottle all purpose texize cleaner .....	.39
One bottle Windex .....	.15
One can Windex .....	.59
One bottle Old English furniture polish .....	.15
One can of Johnson's Pledge furniture polish	1.39

It is to be noted that a number of items were purchased in the smaller size in the interest of economy.

On 8/26/60 at Washington, D. C.

By SA Laurence E. Danbom:pjt.

[fol. 1544] The amount of the purchases made at the Safeway Store amounted to \$10.01. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 31, 1960.

[fol. 1545] Federal Bureau of Investigation

Date 8/30/60.

The following items were purchased from the Giant Supermarket, Newark Avenue and Wisconsin Avenue, N. W., Washington, D. C., on August 26, 1960. The Giant Food Store is a large modern supermarket located on a corner of two heavily traveled streets and is located in a residential and commercial section of Washington, D. C. The following items were purchased:

One plastic container Dial shampoo	\$.57
One bottle Halo shampoo .....	.60
One Sutton Stick deodorant (bottle) .....	.76
One (plastic) Mennen spray deodorant .....	.66
One Ipana Plus dentifrice (plastic) .....	.99
One can Colgate Dental Cream .....	.88
One can Noxon metal polish .....	.39
One bottle Easy Off Oven Cleaner .....	.69
One plastic Beam Oven and Grill Cleaner .....	.98
One can Parson's ammonia .....	.29
One bottle Parson's ammonia .....	.15
One Hot Shot bug killer (bottle) .....	.89
One Hot Shot bug killer (can)	1.29
One (can) Simoniz Body Sheen	1.49
One (plastic) Johnsons Holiday Cream	1.79
One (bottle) Savoy Car Shampoo .....	.69
One Esquire shoe polish (bottle) .....	.29
One can Esquire boot polish .....	.29
One can Easy-on spray starch .....	.69
One bottle Perma starch .....	.62
One bottle sauerkraut .....	.29
One can sauerkraut .....	.22
One bottle sweet peas .....	.23
One can sugar peas .....	.19
One can baked beans .....	.15
One glass jar baked beans .....	.27
One can green ripe olives .....	.49

One jar green olives .....	.25
One can Snow's Clams .....	.39
One bottle whole clams .....	.45
One jar whole mushrooms .....	.27
One can mushrooms .....	.39
One can Oregon Purple Plums .....	.18

On 8/26/60 at Washington, D. C.

By SA Laurence E. Danbom:pjt.

[fol. 1546] One jar Del Monte Deluxe Plums	\$.31
One glass jar fruits for salad .....	.39
One can fruits for salad .....	.27
One can pears .....	.27
One jar pears .....	.35
One can Kadota figs .....	.18
One jar Kadota figs .....	.35
One can Del Monte Boysenberries .....	.19
One jar Del Monte Boysenberries .....	.35
One can Borden Instant Malted Milk .....	.47
One jar Carnation Instant Malted Milk .....	.47
One jar peanuts .....	.65
One can peanuts .....	.35
One jar Wesson oil .....	.31
One can Crisco .....	.31

Many of the items purchased at this store were of the small size and this was done in the interest of economy.

The amount of these purchases totaled \$23.82. The receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 26, 1960.

[fol. 1547] Federal Bureau of Investigation

Date 8/30/60.

The following items were purchased at the Giant Food Store, Newark Avenue and Wisconsin Avenue, N. W., on August 29, 1960. This is the same supermarket from which other items were purchased on August 26, 1960. The following items were purchased:

One Johnsons Pride Wax in bottle	\$.79
One Griffin Aersol can shoe polish .....	.89
One jar Prince spaghetti sauce .....	.37

One can Progresso spaghetti sauce .....	.25
One jar Prince Ravioli with meat in sauce .....	.43
One can Progresso Ravioli with meat in sauce .....	.37
One can Oregon Purple Plums .....	.18
One can dark cherries .....	.39
One jar dark cherries .....	.43
One bottle apple juice .....	.20
One can apple juice .....	.33
One can Sun Sweet prune juice .....	.17
One bottle Sun Sweet prune juice .....	.45
One jar Nescafe Instant Coffee (glass) .....	.39
One can Nescafe Instant Coffee .....	.79
One bottle Root Beer .....	.10
One can Root Beer .....	.09
One can King Syrup .....	.39
One bottle King Syrup .....	.25

The total amount of purchases made at the Giant Food Store on this date totaled \$7.36. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 29, 1960.

On 8/29/60 at Washington, D. C.
By SA Laurence E. Danbom:pjt.

[fol. 1548] Federal Bureau of Investigation

Date 8/30/60.

The following items were purchased from Magruder's Grocery Store, 1357 Wisconsin Avenue, N. W., on August 29, 1960:

One bottle clam juice	\$.20
One can clam juice .....	.21
One can boned chicken .....	.39
One jar boned chicken .....	.49
One can Sunkist lemon juice .....	.12
One bottle Realemon lemon juice .....	.23
One can B and M baked beans .....	.15
One jar B and M baked beans .....	.29
One can Vienna sausage .....	.15
One jar cocktail sausage .....	.79
One can deviled ham .....	.17

One jar deviled ham .....	.45
One can chopped chicken livers .....	.89
One jar chopped chicken livers .....	.55
One bottle Noxon Metal Polish .....	.40
One plastic Cameo copper cleaner .....	.49
One jar (glass) Copper Brite Cleaner .....	.89

The amount of purchases made at Magruder's Store totaled \$7.05 and this receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 29, 1960.

On 8/29/60 at Washington, D. C.

By SA Laurence E. Danbom:pjt.

[fol. 1549] Federal Bureau of Investigation

Date 8/30/60.

The following items were purchased at Fishers Market, Wisconsin Avenue and N Street, N. W., on August 29, 1960:

One can Nestles Pushbutton Zip Chocolate	\$.59
One jar Cocoa Milk Chocolate .....	.45
One jar Sani Flush (glass) .....	.29
One can Sani Flush .....	.15
One can potato salad .....	.48
One jar potato salad .....	.48
One can Derby Beef Tongue	2.89
One jar Derby Beef Tongue .....	.72

It is to be noted that some of the purchases made at this grocery store were in the smaller size and purchased in the interest of economy.

Fishers Market is a small neighborhood store and has been long established in Washington, D. C., and caters neighborhood business.

The total amount of purchases made at Fishers was \$6.09. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 29, 1960.

On 8/29/60 at Washington, D. C.

By SA Laurence E. Danbom:pjt.

[fol. 1550] Federal Bureau of Investigation

Date 9/1/60.

The following items were purchased at the Safeway Supermarket, 4015 Wisconsin Avenue, N. W., on August 30, 1960. This is the same Safeway Supermarket from which purchases were made on August 26, 1960. The following items were purchased:

One can Hershey chocolate syrup	\$.21
One jar cranberries .....	.21
One can cranberries .....	.20
One can Royal Anne cherries .....	.29
One jar Royal Anne cherries .....	.47
One can Seven Up .....	.13
One bottle Seven Up .....	.10
One can Cragmont Ginger Ale .....	.09
One quart bottle Rock Creek Ginger Ale .....	.22
One can strawberry jam .....	.29
One jar strawberry preserves .....	.29
One jar Evans chocolate fudge .....	.35
One can Hershey fudge .....	.15

The total amount of purchases made totaled \$3.50. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 30, 1960.

On 8/30/60 at Washington, D. C.

By SA Laurence E. Danbom:pjt.

[fol. 1551] Federal Bureau of Investigation

Date 9/1/60.

The following items were purchased from the Drug Fair, Connecticut and Florida Avenues, N.W., on August 30, 1960. The Drug Fair is a large modern drug store located in a newly constructed office building and is located in a commercial and residential section of Washington, D. C. The following items were purchased:

One glass jar suntan lotion	\$.59
One (plastic) suntan lotion	1.19
One can suntan oil	1.60
One (plastic) suntan oil	1.25

One (plastic) Emulsion cream	1.00
One glass jar Emulsion cream	1.25
One plastic perfume spray	1.25
One glass jar perfume spray mist	2.00
One glass jar talcum powder	1.00
One plastic talcum powder	1.00
One can talcum powder	1.25
One glass jar Lanolin Plus hand lotion	1.00
One plastic Elizabeth Arden hand lotion	1.25
One can hair spray	1.75
One plastic container hair spray	1.75
One bottle of hair dressing .....	.69
One plastic container hair dressing .....	.60
One glass jar shaving cream .....	.98
One metal can shaving cream	1.00

The total amount of purchases plus tax made at the Drug Fair was \$24.37. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 30, 1960.

On 8/30/60 at Washington, D. C.
By SA Laurence E. Danbom:lbh.

[fol. 1552] Federal Bureau of Investigation

Date 9/1/60.

The following purchases were made at the Woodward and Lothrop Department Store, Washington, D. C., on August 31, 1960.

The Woodward and Lothrop Department Store is located in the downtown section of Washington, D. C., and is a large well-established store. The following items were purchased:

One jar glass polish	\$.35
One can wax .....	.81
One Easy-Off window spray (bottle) .....	.59
One can spot spray	1.98
One bottle spray kleen	1.19
One plastic container Meroman furniture cream ...	1.00
One can Kopper Kare	1.49
One bottle International Silver Polish .....	.50

One aerosol can Silver Polish .....	.75
One can Bissell rug shampoo	1.98
One plastic Bissell rug shampoo	2.49
One glass jar Foam Clean rug cleaner	1.00

The total amount of purchases made at this store amounted to \$14.41 including tax. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on August 31, 1960.

On 8/31/60 at Washington, D. C.
By SA Laurence E. Danbom :lbh.

[fol. 1553] Federal Bureau of Investigation

Date 9/1/60.

On September 1, 1960, the following items were purchased from the Drug Fair at Connecticut Avenue and Florida Avenue, N.W. This drug store is located in a newly constructed office building. The items purchased are as follows:

One bottle Anti Persperant	\$1.00
One can after shave lotion	1.00
One glass jar after shave lotion .....	.60
One plastic container Caladryl .....	.79
One bottle Caladryl .....	.96
One bottle Airwick deodorant .....	.59
One bottle Turtle wax	1.95
One can Airwick deodorant (aerosol) .....	.89

The total amount of purchases made on this date was \$8.10 including tax. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on September 1, 1960.

On 9/1/60 at Washington, D. C.
By SA Laurence E. Danbom :lbh.

[fol. 1554] Federal Bureau of Investigation

Date 9/7/60.

The following purchases were made on September 1, 1960, at the Woodward and Lothrop Department Store in downtown Washington, D. C. The items are as follows:

One bottle Clean Tint, fabric color	\$2.99
One metal can Fabspray, color tint	2.99

The total amount of purchases including tax from the above store was \$6.10. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on September 1, 1960.

On 9/1/60 at Washington, D. C.
By SA Laurence E. Danbom:lbh.

[fol. 1555] Federal Bureau of Investigation

Date 9/7/60. °

The following items were purchased from the Peoples Drug Store, Langley Park, Maryland, on September 2, 1960. This drug store is located in a newly established shopping center in the suburban section of Washington, D. C., and is one of the modern drug stores located in a residential section. The following items were purchased:

One glass bottle Jergens hand lotion (dispenser) ..	\$1.25
One Diaprove baby lotion (glass) .....	.59
One Johnsons plastic baby lotion .....	.60
One Jergens lotion (bottle) .....	.54
One (plastic) Aqua Marine lotion	1.45
One (glass) Aqua Marine lotion	1.00
One Odol mouth wash (bottle)	1.08
One My-O-Mist mouth wash (plastic) .....	.68
One Pepsodent mouth wash (bottle) .....	.57
One Rhullispray can (insect bites)	1.21
One bottle Rhullispray (insect bites) .....	.52
One plastic container insect bites	1.50
One nasal spray (plastic)	1.19
One bottle nasal spray .....	.59
One Murine (plastic) .....	.59
One Murine (bottle) .....	.59

One glass Sucaryl .....	.89
One Squib Sweetener (plastic)	2.89
One bottle Bactine .....	.98
One plastic Bactine .....	.59

The total amount of purchases made at Peoples Drug Store on this date totaled \$20.09 including tax. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on September 2, 1960.

On 9/2/60 at Washington, D. C.
By SA Laurence E. Danbom:lbh.

[fol. 1556] Federal Bureau of Investigation

Date 9/7/60.

The following items were purchased from the Jumbo Food Store on September 2, 1960. This store is located in Adelphi, Maryland, and a suburb of Washington, D. C. It is a large supermarket located in a shopping center in a residential district. The following items were purchased:

One can tomato catsup	\$.99
One bottle tomato catsup .....	.25
One can barbecue sauce .....	.14
One bottle barbecue sauce .....	.23
One glass jar whole apricots .....	.57
One can apricots .....	.29
One can Wesson oil	1.99
One molasses (can) .....	.39
One molasses (bottle) .....	.27

The total amount of purchases made at Jumbo Food Store was \$5.11 including the tax. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on September 2, 1960.

On 9/2/60 at Washington, D. C.
By SA Laurence E. Danbom:lbh.

[fol. 1557] Federal Bureau of Investigation

Date 9/7/60.

The following purchases were made on September 6, 1960, at the Woodward and Lothrop Department Store located in downtown Washington, D. C. The items are as follows:

One (plastic) Arden for Men after shave lotion	....\$2.24
One can Arden for Men hair spray	..... 1.97
One Jean Note After Bath lotion (bottle)	..... 1.50
One Jean Note After Bath Lotion (plastic)	..... 1.75
One Foam Bath Oil (bottle)	..... 1.25
One plastic Foam Bath Oil	..... 1.50
One Ciro cologne (glass coated aerosol)	..... 2.50

The total amount of purchases made from the above store on this date was \$13.75 which included the tax. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on September 6, 1960.

On 9/6/60 at Washington, D. C.
By SA Laurence E. Danbom:lbh.

[fol. 1558] Federal Bureau of Investigation

Date 9/7/60.

The following items were purchased from Woodward and Lothrop Department Store on September 7, 1960. This department store has been previously described.

One Breck shampoo (plastic)	.....\$1.25
One Breck shampoo (bottle)	..... 1.00

The total amount of purchases on this date from the above store amounted to \$2.30 which included tax. This receipt was identified and turned over to Antitrust Division Attorney William H. McManus on September 7, 1960.

On 9/7/60 at Washington, D. C.
By SA Laurence E. Danbom:lbh.

60-236
AUG 29 1960

[fol. 1559]

3081

GOVERNMENT'S EXHIBIT 1158

Schedule of products observed at Special Store 02, Page 1 of 9 pages
Candler Pk. and McAfee Rd., Decatur, Ga.

PRODUCT	BRAND	SIZE	TYPE OF CONTAINER			
			PLASTIC	GLASS	CAN	PEROSOL
Apple Sauce	White House	8 1/2 oz.			✓	
	Mott's	1 lb. 9 oz.		✓		
	CS	1 lb. 1 oz.			✓	
	Red Gaze	1 lb. 1 oz.			✓	
	White House	1 lb. 1 oz.			✓	
Whole Parsic Pears	Libby's	1 lb. 1 oz.			✓	
	Del Monte	1 lb. 13 oz.		✓		
Whole Figs	Libby's	9 oz.			✓	
Whole Figs	Del Monte	1 lb. 1 oz.		✓		
	Argo	1 lb. 1 oz.			✓	
Royal Anne Cherries	Del Monte	1 lb. 1 oz.		✓		
Black Beauty Cherries	Del Monte	1 lb. 1 oz.			✓	
Dark Sweet Cherries	West Peak	1 lb.			✓	
Red Sour Pitted Cherries	CS	1 lb.			✓	
Dark Sweet Cherries	Windsor	2 lb.			✓	
Maraschino Cherries	White Swan	10 1/2 oz.		✓		
	"	8 oz.		✓		
	"	4 oz.		✓		
Whole Sweet Pickled Peaches	Pomona Sunshine	28 oz.		✓		
Whole Yellow Cling Spiced Peaches	Del Monte	1 lb. 13 oz.		✓		
Whole Sweet Pickled Peaches	Alimosa	1 lb. 13 oz.		✓		

60-236

7/1/60

AUG 29 1960

CONTINENTAL CAN Co. Inc.
Schedule of products observed at Colonial Store 02,
Candler Rd. and McAffee Rd., Belair, Ga.

Page 2 of 9 pages

PRODUCT	BRAND	SIZE	TYPE OF CONTAINER			
			PLASTIC	GLASS	CAN	AEROSOL
Fruits for Salad	Libby's	8 3/4 oz.			✓	
	"	1 lb. 1 oz.			✓	
	Del Monte	1 lb. 13 oz.		✓		
Grape Juice	Welch's	4 FL. OZ.		✓		
	"	12 FL. OZ.		✓		
	"	1 PT. 8 FL. OZ.		✓		
	Keystone	"		✓		
	Welch's	12 FL. OZ.			✓	
Prune Juice	Sunsweet	6 FL. OZ.			✓	
	"	12 FL. OZ.			✓	
	"	1 qt.		✓		
	"	1 qt. 8 oz.		✓		
	Shedd's Ladyfinger	1 qt.		✓		
Apple Juice	Mott's	6 FL. OZ.			✓	
	"	1 qt.		✓		
	Apple King	1 qt.			✓	
Tonic Juice	Libby's	1 qt. 2 oz.			✓	
	CS	"			✓	
	Redgrie	"			✓	
	CS	1 qt 14 oz.			✓	
	Ritter	1 qt			✓	
	Crosse and Blackwell	1 pt 4 oz.		✓		

60-235
AUG 28 1960Continental Cann. Co. Inc.
Schedule of products based on 1/4 pint can 12,
Candler Rd and Alhambra Rd, Berkeley, Ca

Page 3 of 4 pages

PRODUCT	BRAND	SIZE	CONTAINER
Whole Beets	Del Monte	1 lb.	✓
Harrison Beets	Greenwoods	1 lb.	✓
Pickled Beets	"	1 lb.	✓
Sliced Beets	"	1 lb.	✓
Shoestring Beets	CS	1 lb.	✓
Spiced Beets	CS	1 lb.	✓
" Beets	Stokelys	1 lb.	✓
" Beets	Redgate	1 lb.	✓
Asparagus Spears	Futter	13 1/2 oz.	✓
"	Green Giant	1 lb. 3 oz.	✓
"	Le Sueur	1 lb. 3 oz.	✓
"	CS	14 1/2 oz.	✓
"	"	14 1/2 oz.	✓
Whole Beans	Super Fine	8 1/2 oz.	✓
"	"	1 lb.	✓
Whole Green Beans	Pomona Sunshine	15 1/2 oz.	✓
"	CS	1 lb.	✓
Sliced Pinto Beans	Drumery	4 oz.	✓
Whole Pinto Beans	Pomona Sunshine	7 oz.	✓
"	"	7 oz.	✓
Sliced Pinto Beans	"	2 oz.	✓

60-226
AUG 29 1960

CONTINENTAL CAN CO. INC.
Schedule of products observed at Colonial Store on
Canaler Rd, and McEwen Rd, Decatur, Ga.

Page 4 of 9 pages.

PRODUCT	BRAND	SIZE	TYPE OF CONTAINER			
			PLASTIC	GLASS	CAN	AEROSOL
Tomato Catsup	Hunt's	7 lb. 2 oz.				
	C.S.	14 oz.		✓		
	Del Monte	14 oz.		✓		
	"	1 lb. 4 oz.		✓		
	Redgate	14 oz.		✓		
	Stokely's	14 oz.		✓		
Olive Oil	Heinz	14 oz.		✓		
	Pompeian	2 Fl. oz.		✓		
	"	4 Fl. oz.		✓		
	"	8 Fl. oz.			✓	
	De Umberto	1 quart			✓	
Vegetarian Baked Beans	Heinz	1 lb.		✓		
	B. & M.	1 lb. 6 oz.		✓		
	Campbell's	1 lb.			✓	
	Redgate	1 lb.			✓	
	"	3 lb. 4 oz.			✓	
	Stokely's Van Camp	1 lb. 5 oz.			✓	
Spanish Olives	Redgate	" "			✓	
	South Shore Packing Co.	2 Fl. oz.		✓		
	"	3 Fl. oz.		✓		
	"	7 1/2 Fl. oz.		✓		
	"	3 oz.		✓		
Ripe Olives	Grandee	4 1/2 oz.			✓	
Green Olives	Kibby's	8 oz.			✓	
	Early California	10 1/2 oz.		✓		

AUG 5 1960

CONTINENTAL CAN CO. INC.
Schedule of products observed at Colonial Store 02,
Candler Rd, and McAfee Rd, Delotus, Ga.

Page 5 of 9 pages.

PRODUCT	BRAND	SIZE	TYPE OF CONTAINER			
			PLASTIC	GLASS	CAN	AEROSOL
Cane Sugar Syrup	Country Valley Farms	1 qt. 13 oz.			✓	
Syrup	Alaga	1 pt. 8 oz.		✓		
	La Cabin	64 Fl. oz.		✓		
	Karo	1 pint		✓		
	"	1 quart		✓		
	Brer Rabbit	1 qt. 13 Fl. oz.		✓		
	Oh Boy	1 qt. 11 Fl. oz.		✓		
Cane Syrup	Blue Label Georgia Maid	1 pt. 8 Fl. oz.			✓	
Black Pepper	French's	1 7/8 oz.		✓		
	McCormick	2 oz.			✓	
	"	4 oz.			✓	
	"	1 1/2 oz.			✓	
	Triangle	1 oz.			✓	
	"	2 oz.			✓	
	"	4 oz.			✓	
Chili Powder	French's	1 7/8 oz.		✓		
	McCormick	1 1/2 oz.			✓	
Celery Salt	French's	2 3/4 oz.		✓		
	McCormick	2 3/4 oz.			✓	
Curry Powder	French's	1 7/8 oz.		✓		
	McCormick	1 1/4 oz.			✓	
Ginger	French's	1 3/4 oz.		✓		
	McCormick	1 1/8 oz.			✓	
Cinnamon	French's	1 1/2 oz.		✓		
	McCormick	1 1/2 oz.			✓	

[fol. 1564] 3086

60-73
AUG 30 1960

CONTINENTAL CAN CO. INC.
Schedule of products received at Continental Store Co. Page 6 of 9 pages.
Dundee Rd., N. M. Ave. & D. Decatur, Ga.

PRODUCT	BRAND	SIZE	TYPE OF		CONTAINER	
			PLASTIC	GLASS	CAN	NEEDLE
Paprika	French's McCormick	1 1/2 oz. 1 1/2 oz.		✓	✓	
Nutmeg	French's McCormick	1 1/2 oz. 1 1/2 oz.		✓	✓	
Onion Powder	French's McCormick	5/8 oz. 5/16 oz.		✓	✓	
Poultry Seasoning	French's McCormick	1 1/8 oz. 7/8 oz.		✓	✓	
Sage	French's McCormick	3/8 oz. 1/2 oz.		✓	✓	
Crisco® Red Peppers	French's McCormick	7/8 oz. 1 1/2 oz.		✓	✓	
Mustard	French's McCormick	1 1/2 oz. 1 1/4 oz.		✓	✓	
Parsley Flakes	McCormick French's	5/16 oz. 1/8 oz.		✓	✓	

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AUG 30 1960

CONTINENTAL CAN CO. INC.
Schedule of products observed at Colonial Store #2,
Cecil Pk, 503 E. Highway 2, Decatur, Ga.

Page 7 of 9 pages

Product	Brand	Size	Type	Quantity	Container
Grapefruit Drink	Canada Dry	12 Fl. oz.	✓	✓	✓
"	"	10 Fl. oz.	✓	✓	✓
"	"	1 pt. 12 Fl. oz.	✓	✓	✓
True Fruit Orange	"	12 Fl. oz.	✓	✓	✓
"	"	1 pt. 12 Fl. oz.	✓	✓	✓
Hi Grape Imitation Grape Soda	"	12 Fl. oz.	✓	✓	✓
"	"	1 pt. 12 Fl. oz.	✓	✓	✓
Cola Fruit Drink	"	12 Fl. oz.	✓	✓	✓
"	"	"	✓	✓	✓
Hi Spot Lemon Soda	"	12 Fl. oz.	✓	✓	✓
"	"	1 pt. 12 Fl. oz.	✓	✓	✓
Sparkling Cola	"	1 pt. 12 Fl. oz.	✓	✓	✓
"	"	12 Fl. oz.	✓	✓	✓
Old Fashioned Root Beer	"	1 pt. 12 Fl. oz.	✓	✓	✓
"	"	12 Fl. oz.	✓	✓	✓
Ginger Ale	"	12 Fl. oz.	✓	✓	✓
"	"	1 pt. 12 Fl. oz.	✓	✓	✓
Pepsi Cola	Pepsi Cola	12 Fl. oz.	✓	✓	✓
"	"	"	✓	✓	✓
Royal Crown Soda	Royal Crown	12 Fl. oz.	✓	✓	✓
"	"	"	✓	✓	✓
"	"	"	✓	✓	✓

[fol. 1566]

3088

60-236

AUG 30 1963

CONTINENTAL CAN CO. INC.
Schedule of products observed at Colonial Store 02,
Candler Rd, 246 Mc Afre Rd, Decatur, Ga.

Page 8 of 9 pages

PRODUCT	BRAND	SIZE	TYPE OF CONTAINER			
			PLASTIC	GLASS	CAN	AEROSOL
Vegetable Oil	Wesson	1 pint		✓		
	"	1 quart		✓		
	"	1 gallon		✓		
	"	1 1/2 gallon			✓	
Apple Juice	Gerbers	4.2 Fl. oz.			✓	
	Clapps	4 Fl. oz.		✓		
Orange-Apple Juice	Gerbers	4.2 Fl. oz.		✓		
	Clapps	4 Fl. oz.			✓	
Window Cleaner	Windex	6 Fl. oz.		✓		
	"	1 1/4 Fl. pt.		✓		
	"	14 oz.				✓
Shoe Polish	Griffon	1 5/6 oz.			✓	
	"	7 oz.				✓
	"	2 Fl. oz.		✓		
Toilet Bowl Cleaner	Sani Flush	1 pint		✓		
		1 1/4 oz.				✓
Bug Killer	Real Kill	1 quart		✓		
	"	14 oz.				✓
	Black Flag	14 oz.				✓
	"	1 pt.		✓		
	"	1 pt.			✓	

AUG 31 1965

3089

CONTINENTAL CAN CO. Inc.
Schedule of products observed at Continental Can Co.
Waltham, Md. and N.Y. and S. J. Denton, Co.

Page 7 of 9 pages

PRODUCT

BRAND

SIZE

TYPE OF CONTAINER
PLASTIC GLASS CAN ACRYL

Deodorizer

Wizard

6 fl. oz.

7 oz.

Colgate

5 1/2 oz.

Gulf Coast

6 oz.

Glade

5 1/2 oz.

Hair Shampoo

Prestige

1.5 Fl. oz.

3.5 Fl. oz.

7 Fl. oz.

3 oz.

Deodorant

Mum

1.2 Fl. oz.

7 oz.

Pink liquid Detergent

Vel

12 Fl. oz.

Liquid Detergent

Vel

12 Fl. oz.

Glim

15 Fl. oz.

Lux

12 Fl. oz.

Terize

32 Fl. oz.

3D

1 pt. 6 fl. oz.

Joy

" "

[fol. 1568] GOVERNMENT'S EXHIBIT 1160

List of products packaged in glass, can, and plastic containers observed on shelves of Big Apple Supermarket, 3203 Glenwood Road, SE, Atlanta, by SA William B. Sloan on 9/1/60:

Product	Number in Glass	Number in Can
Olives	5	3
Catsup	7	1
Olive Oil	2	2
Barbecue Sauce	1	1
Baby Food	22	7
Prune Juice	3	1
Apple Juice	1	3
Apple Sauce	2	3
Figs	2	3
Cherries	5	4
Fruits for Salad	2	2
Peaches	4	7
Pears	1	3
Orange Drink	2	2
Baked Beans	2	8
Beets	5	2
Butter Beans	1	1
Onions	1	1
Asparagus	1	6
[fol. 1569]		
Tamales	1	1
Soft Drinks	23	12
Sugar Cane Syrup	11	2
Chocolate Syrup	4	1
Coffee	8	9
Spices	14	31
Vegetable Oil	1	1

Household Products

Product	Number in Plastic	Number in Glass	Number in Can
Hair Shampoo	3	5	
Liquid Detergents	7		5
Bug Killer		2	4
Shoe Polish		3	3
Toilet Bowl Cleaners		1	2
Copper Cleaner	1	1	1
Room Deodorizers		1	3
Window Cleaners		2	2

[fol. 1570] GOVERNMENT'S EXHIBIT 1161

List of Products Packaged in Glass, Can, and Plastic Containers Observed on Shelves of Winn Dixie Food Market, Number 477, 2023 Candler Road, S. E., Atlanta, Georgia, by SA William B. Sloan on September 8, 1960:

Food Product

Product	Number in Glass Containers	Number in Can Containers
Asparagus	1	7
Beets	4	4
Baked Beans	2	7
Prune Juice	2	1
Apple Juice	1	2
Tomato Juice	1	5
Cherries	4	1
Apple Sauce	2	3
Apples	1	2
Figs	1	2
Peaches	1	2
Fruits for Salad	1	1
Grape Drink	1	2
Olives	3	4
Sugarcane Syrup	7	4
Baby Food	10	32
[fol. 1571]		
Soft Drinks	16	17
Cranberry Sauce	1	1
Chocolate Syrup	5	4
Tea	1	1
Coffee	12	7
Vegetable Oil	1	1
Popcorn	1	2
Peanuts	1	1

In addition, it was noted there was one type of honey packaged in a plastic container and two types of honey packaged in glass.

Household Products

Product	Number in Plastic Containers	Number in Glass Containers	Number in Can Containers
Animal Shampoo	0	1	2
Flea Killer	0	2	4
Parakeet Food	0	2	2
Bug Killer	0	3	9
Liquid Detergent	5	0	3
Shoe Polish	0	6	4
[fol. 1572]			
Deodorizer	0	4	7
Drain Cleaner	0	1	5
Window Cleaner	0	1	2
Furniture Polish	0	4	3
Silver Polish	0	4	1
Car Wash	0	1	1
Deodorant	3	12	0
Hair Shampoo	1	10	0
Baby Bottles	1	1	0
Baby Lotion	2	2	0
Rug Cleaner	0	1	1
Glue	1	4	0

[fol. 1573] - GOVERNMENT'S EXHIBIT 1162

List of products packaged in glass, can, and plastic containers observed on shelves of A & P Food Store Number 37, 3871 Peachtree Road, NE, Atlanta, by SA William B. Sloan on 9/6/60:

Food Products

Products	Number in Glass	Number in Can
Soft Drinks	23	15
Coffee	11	5
Spices	28	24
Peaches	2	7
Figs	1	2
Pears	1	4
Fruits for Salad	1	3
Apple Sauce	1	4
Cherries	1	5
Grape Juice	1	1
Apple Juice	2	2
Prune Juice	2	1
Tomato Juice	1	6
Baked Beans	2	7
Beets	1	4
String Beans	1	4
Asparagus	1	5
Syrups	6	2

[fol. 1574]

Baby Food	31	11
Olives	5	3
Barbecue Sauce	5	1
Vegetable Oil	3	1

Household Products

Product	Number in Plastic	Number in Glass	Number in Can
Deodorant	4	2	
Hair Shampoo	2	15	
Shoe Polish		5	3
Liquid Detergents	6		3
Deodorizer		2	5
Liquid Starch		3	1
Window Cleaner		2	3
Bug Killer		1	3
Furniture Polish		4	1
Bowl Cleaner		1	2
Silver Polish		1	2
Tooth Paste	1		

[fol. 1575] GOVERNMENT'S EXHIBIT 1163

List of products packaged in glass, can, and plastic containers observed on shelves of Kroger Retail Store, 1863 Memorial Drive, SE, Atlanta, by SA William B. Sloan on 9/6/60:

Food Products

Product	Number in Glass	Number in Can
Orange Drink	1	2
Grape Drink	1	3
Fruit Punch	1	2
Peaches	1	9
Figs	1	2
Apricots	1	3
Pears	2	3
Plums	1	2
Fruits for Salad	1	2
Apple Sauce	1	3
Cherries	3	3
Grape Juice	2	1
Apple Juice	1	2
Prune Juice	3	1
Tomato Juice	1	5
Baked Beans	1	8
Mushrooms	1	2
Beets	5	7
Asparagus	1	6

[fol. 1576]

Tamales	1	2
Baby Food	29	12
Spices	17	24
Soft Drinks	21	9
Olives	6	2
Coffee	8	10
Chocolate Syrup	3	1

Household Products

Product	Number in Plastic	Number in Glass	Number in Can
Deodorant	2	7	
Hair Shampoo	2	8	
Shoe Polish		7	6
Glue	1	5	
Liquid Detergents	6	3	
Deodorizer	5	2	
Liquid Starch	1	3	
Window Cleaner		1	2
Bug Killer		1	5
Furniture Polish		6	3

[fol. 1577] GOVERNMENT'S EXHIBIT 1164

List of Products Packaged in Glass, Tin, and Plastic Containers Observed on Shelves of Rich's, Inc., Atlanta, Georgia, by SA Edward J. Craig on August 30, 1960:

Product	Household Products		
	Number in Glass	Number in Plastic	Number in Tin
Shoe Polish	1	0	2
Cold Water Soap	1	0	1
Leather Preserver	1	0	1
Hair Shampoo	1	1	0
Insecticide	1	0	1

[fol. 1578] Cosmetics and Toiletry Products

- *Perfumes
- *Colognes
- *Toilet Waters
- *Stick Colognes
- *Dusting Powders
- *Soaps
- *Fragrance Items for Above

Product	Number in Glass	Number in Plastic	Number in Tin
Tinted Foundations	1	1	0
Rouge Makeup	1	1	1
Hand Lotion	1	1	1
(Various fragrances)			
Sun Tan Lotion	1	1	1
Deodorants	1	1	1
Men's Lotions	1	1	1
(This item which consists of pre-shave, after shave, perfumes, toilet waters, colognes comes in various formulas and fragrances. There are available 25 to 30 varying formulas)			

*This department handles 50 different lines of these items which are packaged in glass, plastic and tin containers.

[fol. 1579] GOVERNMENT'S EXHIBIT 1165

List of Products Packaged in Glass, Tin, and Plastic Containers Observed on Shelves of Davison-Paxon Department Store, 180 Peachtree Street, N. W., Atlanta, Georgia, by SA Edward J. Craig, on September 1, 1960:

Household Products

Product	Number in Glass	Number in Plastic	Number in Tin
Rug Shampoos	1	1	5
Oven Cleaners	1	1	
Air Refreshers	1		1
Gum Turpentine	3		1
Glue	2	3	
Wood Filler		1	1
Rose Spray		1	1
Furniture Polish	1		1

[fol. 1580] Cosmetics and Toiletry Products

- *Perfumes
- *Colognes
- *Toilet Waters
- *Stick Colognes
- *Dusting Powders
- *Soaps
- *Fragrance Items for Above

Product	Number in Glass	Number in Plastic	Number in Tin
Face Powder			
Loose		1	1
Pressed		1	1
Makeup Foundations	1	1	
Shampoos	1	1	1
Rouge Makeup	1	1	1
Dry and Cream Rouges		1	1
Liquid Rouge	1		
Hand Lotions	1	1	1

*This department handles 100 different lines of these items. For example, Flambeau Cologne comes in five fragrances and is packaged in glass, plastic and tin containers. To elaborate further, the plastic container, which is an Aerosol item, comes in four different sizes. The fragrance items packaged in the tin type container comes in one size.

Product	Number in Glass	Number in Plastic	Number in Tin
Eye Makeup (There are approximately 100 items in this line, consisting of eye shadow, mascara, eye liner, eye pencils and each item comes in assortment of 12 to 15 shades.)	1	1	1
[fol. 1581]			
Sun Tan Lotion (There are approximately 50 formulas in various sizes)	1	1	1
Deodorants (There are available 50 different lines consisting of all types of liquid, creams and roll-on types. Item comes in various fragrances.)	1	1	1
Creams (There are approximately 50 various formulas packaged in all shapes and sizes. There are many textures as well as fragrances to this line.)	1	1	
Men's Lotions (This item which consists of pre-shave, after shave lotions, perfumes, toilet waters, colognes, comes in various formulas, fragrances. There are approximately 30 varying formulas of three sizes to each formula.)	1	1	1

[fol. 1582] GOVERNMENT'S EXHIBIT H166

List of Products Packaged in Glass, Tin, and Plastic Containers Observed on Shelves of W. T. Grant and Company, 3507 Memorial Drive, Atlanta, Georgia, by SA Edward J. Craig on September 2, 1960:

Household Products

Product	Number in Glass	Number in Plastic	Number in Tin
Lipstick	1		1
Face Powder			1
Liquid Makeup		1	
Aspirin	2		2
Band Aid Adhesive		1	1
Glue	1		1
Furniture Polish	1		1
Shoe Polish	2		2
Home Permanent Wave Set...	1	1	

[fol. 1583] GOVERNMENT'S EXHIBIT 1167

List of Products Packaged in Glass, Tin, and Plastic Containers Observed on Shelves of Sears Roebuck and Company, 677 Ponce de Leon Avenue, Atlanta, Georgia, by SA Edward J. Craig on September 2, 1960:

Household Products

Product	Number in Glass	Number in Plastic	Number in Tin
Glass Cleaners	1	1	1
Furniture Polish	2		1
Copper Cleaner		1	2
Oven Cleaner		2	1
Insect Repellents	2		2
Rug Cleaner	2		3
White Shellac	4		2
Hand Cleaner	1		3
Aluminum Paint	2		1
Weed Killer	1		2
Rose Dust		1	1
Aspirin	3		3

[fol. 1584] List of Products Packaged in Glass, Tin, and Plastic Containers Observed on Shelves of Sears Roebuck and Company, 677 Ponce de Leon Avenue, Atlanta, Georgia, by SA Edward J. Craig on September 2, 1960:

Cosmetics and Toiletry Products

- *Perfumes
- *Colognes
- *Toilet Waters
- *Stick Colognes
- *Dusting Powders
- *Soaps
- *Fragrance Items for Above

Product	Number in Glass	Number in Plastic	Number in Tin
Face Powder			
Package Loosely		1	1
Package in Pressed Formulas		1	1
Makeup Foundations	1	1	1
Shampoos	1	1	1
Rouge Makeup	1	1	1

* This department handles approximately 25 lines of these items and each item comes packaged in glass, plastic or tin containers.

Product	Number in Glass	Number in Plastic	Number in Tin
Liquid Rouge	1		
Cream Rouge		1	1
Hand Lotions	1	1	1
(They are packaged in varying types and formulas as well as fragrances.)			
[fol. 1585]			
Eye Makeup	1	1	1
(Includes all shades of eye shadow, eye liner, eye pencil as well as mascara)			
Sun Tan Lotions	1	1	1
Deodorants	1	1	1
(Packaged also in Aerosol cans; there are available approximately 20 different lines consisting of liquids, creams and roll-on types. Items also packaged in various fragrances.)			
Hair Colorings	1	1	1
(There are approximately 20 formulas packaged in all shapes, sizes, textures, and fragrances.)			
Men's Lotions	1	1	1
(Items consist of pre-shave, after-shave lotions, perfumes, toilet waters, colognes packaged in various formulas, fragrances. There are available ten varying formulas of three sizes to each formula.)			

[fol. 1586] GOVERNMENT'S EXHIBIT 1168

List of Products Packaged in Glass, Tin, and Plastic Containers Observed on Shelves of Belk and Gallant Company, 514 North McDonough, Decatur, Georgia, by SA Edward J. Craig on September 2, 1960:

Product	Number in Glass	Number in Plastic	Number in Tin
Cosmetics	1	1	1
(There are available 5 lines of cosmetics)			
Fragrance Items	1	1	1
(There are available 16 different fragrance lines in above cosmetic lines)			
(There are available 2 different fragrance lines in:			

Product	Number in Glass	Number in Plastic	Number in Tin
Cologne	1	1	1
Perfume	1	1	1
Toilet Water	1	1	1
Powder	1	1	1
Soap	1	1	1
(There are available in these two lines 9 different fragrances)			
Men's Lotions	1	1	1
Men's Powder		1	1
Deodorants	1	1	1
(There are available 13 different lines)			
[fol. 1587]			
Eye Shadow	1	1	1
(There are available four different lines)			
Rouge	1	1	
(Available in two different lines)			
Makeup Foundation			
(Dry skin formula)	1	1	
(Rough skin formula)	1	1	
(Available in two different lines)			
Powders	1	1	1
(Available in all cosmetic lines)			

[fol. 1588] GOVERNMENT'S EXHIBIT 1169

List of Products Packaged in Glass, Can, and Plastic Containers Observed on Shelves of Austin's Super Market, 780 North Highland, N. E., Atlanta, Georgia, by SA William O. Landsgaard on August 30, 1960:

Food Products			
Product	Number in Glass	Number in Cans	Number in Plastic
Peaches	1	2	
Apple Sauce	2	2	
Fruit Cocktail	1	3	
Cherries	2	3	
Prune Juice	1	1	
Grape Juice	1	1	
Apple Juice	1	1	
Tomato Juice	1	2	
Baby Fruit Juice	1	1	
Beans	1	4	
Beets (sliced, diced and whole)	2	2	
Asparagus	1	2	
Boned Chicken	1	1	
Chocolate Syrup	1	1	
Honey	1		1

Product	Number in Glass	Number in Cans	Number in Plastic
Syrup	1	3	
Olive Oil	1	1	
Olives	1	3	
[fol. 1589]			
Vegetable Oil and Shortening	2	5	
Popcorn	1	1	

Household Products

Product	Number in Glass	Number in Cans	Number in Plastic
Laundry Starch	2	1	
Furniture Polish	1	1	
Window Cleaner	1	1	
Car Wax	1		1
Shoe Polish	3	3	
Liquid Detergent		2	3
Insecticides	1	1	
Baby Lotion	1		1

[fol. 1590] GOVERNMENT'S EXHIBIT 1170

List of products packaged in glass, can, and plastic containers observed on shelves of Crook's Foodtown, 280 Chandler Road, S. E., Atlanta, Georgia, by SA William O. Landsgaard on August 31, 1960:

Food Products

Product	Number in Glass	Number in Cans	Number in Plastic
Olive Oil	1	1	
Olives	2	2	
Honey	1		1
Barbecue Sauce	3	1	
Prune Juice	3	1	
Apple Juice	1	1	
Tomato Juice	1	4	
Orange Drink	1	1	
Grape Drink	1	3	
Grape Juice	2	1	
Peaches (all types)	3	3	
Apple Sauce	1	2	
Fruits for salads	1	2	
Cherries	4	3	
Beets (all types)	6	2	
Onions	1	1	
Asparagus	1	4	

[fol. 1590a]

Sauerkraut	1	4	
Beans (baked and pork and beans)	1	5	

Product	Number in Glass	Number in Cans	Number in Plastic
Pimentos	1	1	
Shrimp	1	1	
Chocolate Syrup and Chocolate Flavoring	2	1	
Vegetable Oil and Shortening	3	4	
Spices	14	14	
Soft drinks	10	6	

Household Products

Product	Number in Glass	Number in Cans	Number in Plastic
Window Cleaner	1	2	
Furniture Polish	1	1	
Floor Cleaner	1	3	1
Air Deodorizer	3	3	
Silver Creme	1	1	
Liquid Detergent	4	4	7
Liquid Starch	3	1	
Insecticides	3	6	
Shoe Polish	4	4	
Shampoo	6		1
Hair Dressing	1		1
Baby Creme	1		1

[for 1591]

Deodorant	1		3
Bird Spray		1	1
Cleansing Formula for Pets	3	1	2
Eye Drops	1		1
Aspirin	4	5	
Suntan Lotion	1		6
Glue	1	1	

[fol. 1592] GOVERNMENT'S EXHIBIT 1171

List of products packaged in glass, can, and plastic containers, observed on shelves of T. L. Lyle Food Store, 1401 North Highland, N. E., Atlanta, Georgia, by SA William O. Landsgaard on September 1, 1960.

Food Products

Product	Number in Glass	Number in Cans	Number in Plastic
Beans	1	2	
Beets (whole, pickled, and sliced)	1	4	
Grape Juice	1	1	
Apple Juice	1	1	
Prune Juice	1	1	
Tomato Juice	1	3	
Fruits for salads	1	1	
Cherries	1	4	

Product	Number in Glass	Number in Cans	Number in Plastic
Spices	5	16	
Pimentos (whole and sliced)	1	2	
Olives	2	2	
Olive Oil	1	1	
Soft Drinks	8	1	

Household Products

Product	Number in Glass	Number in Cans	Number in Plastic
Liquid Detergent	3	2	4
Insecticides	1	1	
[fol. 1593]			
Window Cleaner	1	1	
Furniture Polish	4	1	
Air Deodorizer	2	1	
Aspirin	2	1	
Shoe Polish	2	2	

[fol. 1594] GOVERNMENT'S EXHIBIT 1172

List of products packaged in glass, can, and plastic containers observed on shelves of J. S. Broyles Super Market, 1586 Piedmont Avenue, N. E., Atlanta, Georgia, by SA William O. Landsgaard on September 2, 1960.

Food Products

Product	Number in Glass	Number in Cans	Number in Plastic
Fruits for salads	1	2	
Pears	2	2	
Peaches	1	3	
Cherries	2	3	
Apples (baked and sauce)	2	3	
Beets (pickled; whole, and diced)	1	3	
Asparagus	1	4	
Tomato juice	1	2	
Apple Juice	1	2	
Prune Juice	2	1	
Beans	2	5	
Onions	1	1	
Vegetable Oil and Shortening	4	4	
Spices	1	1	
Instant Coffee	1		
Coffee		7	
Olive Oil	1	1	
Olives	2	4	
Pimentos	1	2	

[fol. 1595]

Chocolate Syrup and Chocolate Flavoring	2	1	
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Household Products

Product	Number in Glass	Number in Cans	Number in Plastic
Aspirin	4	4	
Deodorant	7		3
Nasal Spray and Drops	1		2
Liquid Detergent	3	2	4
Window Cleaner	1	3	
Silver Creme	1	1	
Insecticides	2	5	
Car Wax		1	1
Air Deodorizer	1	2	
Furniture Polish	7	1	
Shoe Polish	5	1	

[fol. 1596] GOVERNMENT'S EXHIBIT 1173

List of products packaged in glass, can, and plastic containers observed on shelves of Altman's Super Market, 2508 N. Decatur Road, Atlanta, Georgia, by SA William O. Landsgaard on September 6, 1960.

Food Products

Product	Number in Glass	Number in Cans	Number in Plastic
Soft Drinks	9	2	
Honey	1		1
Barbecue Sauce	6	1	
Olives	6	3	
Olive Oil	1	1	
Chocolate Syrup and so-called Milk Amplifier	4	2	
Sauerkraut	1	2	
Peaches	6	6	
Pears	2	4	
Figs	1	2	
Cherries	1	4	
Purple Plums	1	1	
Apples (spiced, baked, and sauce)	2	5	
Tomato Juice	1	4	
Apple Juice	2	1	
Grape Juice	1		
Grape Drink		3	
Prune Juice	3	1	

[fol. 1597]

Beans (baked, and pork and beans)	1	12	
Mushrooms	1	3	
Pimentos	1	1	
Beets	3	2	
Asparagus	1	7	
Onions	1	1	

Product	Number in Glass	Number in Cans	Number in Plastic Plastic bag
Marshmallows			
Marshmallowy Creme	1		
Baby Fruit Juice	1	2	
Instant Coffee	12		
Coffee		8	
Spices	2	2	
Popcorn	1	1	
Vegetable Oil and Shortening	8	6	

Household Products

Product	Number in Glass	Number in Cans	Number in Plastic
Baby Creme and Oil	1	1	1
Dusting Powder		1	1
Shampoos for Pets	5	2	1
[fol. 1598]			
Window Cleaner	1	3	
Liquid Detergent	5	6	7
Liquid Starch	2	1	
Air Deodorizer	2	1	
Furniture Polish	5	1	
Silver Creme	1	1	
Copper Polish		1	
Oven Cleaner	1		
Insecticide	1	4	
Shoe Polish	3	2	

[fol. 1599] GOVERNMENT'S EXHIBIT 1174

List of products packaged in glass, can, and plastic containers observed by SA John J. Golden on shelves of Walgreen's Drugstore, Lenox Square Shopping Center, Atlanta, Georgia, on August 30, 1960.

Household Products

Product	Number in Plastic	Number in Glass	Number in Can
Liquid detergent	3		3
Cleaning Fluid		2	2
Window Cleaner		2	1
Shoe Polish		3	3
Insect Repellent		3	2
Bug killer		1	3
Air deodorizer		3	3
Glue	1	2	
Baby bottles	2	2	

Toiletry Products

Shave cream		4	9
Tooth paste	1		4

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Product	Number in Glass	Number in Cans	Number in Plastic
Hair remover	1	3	
Deodorant	10	12	2
Hair Shampoo	4	10	
Hair conditioner	8	7	1
Foot powder	1	2	2

[fol. 1600]

Drug Products			
Product	Number in Plastic	Number in Glass	Number in Can
Nasal medication	4	4	
Eye drops	1	2	
Pain reliever	2	3	
Petroleum jelly	1	2	
Rubbing alcohol	1	2	
Vitamin-Vidaylin	1	1	

[fol. 1601] GOVERNMENT'S EXHIBIT 1175

List of products packaged in glass, can, and plastic containers observed on shelves of Dart's Drugstore, East Paces Ferry Road and Peachtree Road, Atlanta, Georgia, by SA John J. Golden on September 2, 1960.

Drug Products			
Product	Number in Plastic	Number in Glass	Number in Can
Nasal spray	5	3	
Mints		1	1
Laxative (liquid)		2	1
Aspirin		6	3
Foot powder	1	1	3
Pain reliever	3	3	

Toiletry Products			
Shave cream		4	8
Hair conditioner	2	3	1
Hair shampoo	1	4	
Hair remover	1	3	
Deodorant	6	9	

[fol. 1602]

Household Products			
Product	Number in Plastic	Number in Glass	Number in Can
Baby Bottles	1	1	
Baby Cream	2	1	
Shoe Polish	1	1	
Insect Repellent	1	3	1

[fol. 1603] GOVERNMENT'S EXHIBIT 1176

List of products packaged in glass, can, and plastic containers observed on shelves of Jacob's Drugstore, Ponce De Leon Avenue and Peachtree Street, Atlanta, Georgia, by SA John J. Golden on September 1, 1960.

Drug Products

Product	Number in Plastic	Number in Glass	Number in Can
Lotion cream	2	2	
Throat lozenge	1	1	
Sweetner	2	2	
Pain reliever	3	3	1
Petroleum jelly	1	2	
Vitamins-Vidaylin	1	1	
Anti-biotic ointment	1	1	
Skin cleanser	1	1	
Aspirin		5	5

/ Household Products

Product	Number in Plastic	Number in Glass	Number in Can
Insect Repellent	2	2	1
Shoe Polish	1	4	4
Bug Killer		1	2
Silver Polish		1	1
Cold Water Soap	1		1
Glue	1	1	
Baby bottles	1	1	
Rubbing Alcohol	1	3	

[fol. 1604]

Toiletry Products

Product	Number in Plastic	Number in Glass	Number in Can
Baby Cream	1	1	
Shave Cream		2	9
Skin Cream		1	1
Suntan Lotion	4	2	
Hand Lotion	1	1	
Deodorant	2	6	
Hair shampoo	2	6	
Hair conditioner	4	6	
Foot powder		1	2
Eye lotion	1	3	
Nasal spray	2	3	

[fol. 1605] GOVERNMENT'S EXHIBIT 1177

List of products packaged in glass, can, and plastic containers observed on shelves of Lane-Rexall Drugstore, Peachtree and 10th Streets, Atlanta, Georgia, by SA John J. Golden on September 7, 1960.

Drug Products

Product	Number in Plastic	Number in Glass	Number in Can
Athletes foot remedy	6		6
Nose drops	6	6	
Aspirin		6	6
Eye drops	10	10	
Vitamins	1		1
Milk of magnesia tablets		2	2

Toiletry Products

Product	Number in Plastic	Number in Glass	Number in Can
Suntan lotion	4	2	
Insect repellent	4	3	1
Baby lotion	3	3	
Baby shampoo	1	2	
Shaving cream		2	9
Deodorants	6	10	
Hair remover	3	3	
Hair conditioners	2	4	1
Hair shampoo	3	23	
Hair Spray		1	6

[fol. 1606]

Household Products

Product	Number in Plastic	Number in Glass	Number in Can
Glue	2	2	
Baby bottles	1	2	
First aid antiseptic	1	1	
Sweetner	1	2	
Shoe Polish		6	6
Fever thermometers		1 (stored in plastic container)	
Bug killer		2	4
Cleaning fluid		3	1
Cold water soap		1	1
Car wax		1	4

[fol. 1607] GOVERNMENT'S EXHIBIT 1178A

United States Department of Justice
Federal Bureau of Investigation

Report of: Albert A. Hustedt (A)

Date: 9/7/60

Field Office File No.: Los Angeles 60-602

Office: Los Angeles, California

Bureau File No.: 60-4975

Title: Continental Can Company, Inc., et al

Character: Antitrust

Synopsis: Investigation at five leading chain grocery stores, five leading independent grocery stores, five leading drug chain stores and five leading department stores in the Los Angeles area identified 120 types of the same product which appear in cans and glass containers; 17 types in glass and plastic containers; 20 types in cans and plastic containers; and 32 types in cans, glass and plastic containers.

RUC

Details:—

[fol. 1608] Federal Bureau of Investigation

Date 9/6/60.

Fred T. McIntyre, Head of Security, downtown store of the May Co., 7th and Hill Street, Los Angeles, California. . . . Mr. McIntyre furnished permission to Special Agents Albert A. Hustedt and Harry A. Kerley to make a shelf check to determine this information. This shelf check identified the following products which appear packaged as follows:

Cans and Glass Containers

- Vegetable Juice
- Loguats
- Papaya
- Asparagus
- Onions
- Beans
- Peas
- Artichokes

Sauerkraut
 Mushrooms
 Chicken Broth
 Bouillon
 Calfs Foot Jelly
 Chestnuts
 Salad Oils
 Syrup
 Currie Powder
 La Truffe
 Caviar
 Spot Remover
 Lobster
 Cement Cleaner
 Sardines
 Spices
 Cooking Compound
 Deviled Ham
 Fertilizer
 Nuts
 Tea
 Coffee
 Candy
 Cookies
 Health Foods (All kinds)
 Salted Cherry Blossoms
 Perfume

Cans and Plastic Containers

French Fried Ants
 French Fried Butterflies
 French Fried Grasshoppers
 Toothpaste

On 8/31/60 at Los Angeles, California

By SAs Albert A. Hustedt (A) and Harry A. Kerley

(A):BLR

[fol. 1609] Glass and Plastic Containers

Antiseptic

Cans, Glass and Plastic Containers

Insecticides

Floor Wax
Metal Cleaner
Rug Shampoo
Patent Medicines
Deodorant (Human)
Baby Products
Glue
Dietary Aids
Ginger
Sun Tan Lotion
Hair Beautifier
Skin Lotion
Bubble Bath
Mascara
Men's Shave Lotion
Men's Deodorants
Men's Hair Tonic
Foot Powders

[fol. 1610] Federal Bureau of Investigation

Date 9/6/60.

M. Lou Hawthorne, Chief of Store Protection, downtown store of Bullock's Department Store, Inc., 659 South Broadway, Los Angeles, . . . furnished permission, to Special Agent Albert A. Hustedt to make this inspection at this store. This inspection identified the following products packaged in the following manners:

Cans and Glass Containers

Candy
Syrup
Olives
Onions
Face Powder
Glue
Furniture Wax
Floor Wax
Laxative
Aspirin

3112

Cans and Plastic Containers-

**Lipstick
Face Powder**

Glass and Plastic Containers

**Hair Shampoo
Antiseptic
Tooth Brushes**

**On 9/2/60 at Los Angeles, California
By SAA Albert A. Hustedt:BLR**

[fol. 1611] Cans, Glass and Plastic Containers

**Perfume
Hair Beautifyer
Tooth Paste
Shampoo
Rug Shampoo
Metal Polish
Insecticides
Deodorant (Human)
Sun Tan Lotion
Foot Powder
Shaving Lotion
Patent Medicines
Metal Cleaner
Rug Shampoo
Skin Lotion
Baby Care Products
Men's Shave Lotion
Men's Deodorant
Men's Hair Tonic
Mascara
Bubble Bath
Dietary Aids**

[fol. 1612] Federal Bureau of Investigation

Date 9/6/60.

**George C. Lowry, Assistant Security Manager, the
Broadway downtown store of Broadway Hall Department**

Stores, 401 South Broadway, Los Angeles, California, * * *.
Lowry furnished permission to Special Agent Albert A. Hustedt to make a shelf inspection of this store which resulted in the following products being identified as being packaged in the following manners:

Cans and Glass Containers

Putty
Glue
Turpentine
Furniture Wax
Floor Wax
Shaving Cream
Laxatives

Cans and Plastic Containers

Lipsticks
Face Powders

Glass and Plastic Containers

Tooth Brushes
Hair Shampoo
Antiseptic

Cans, Glass and Plastic Containers

Rug Shampoo
Metal Polish
Insecticides
Candy
Deodorant (Human)
Sun Tan Lotion
Teeth Cleaners
Hair Beautifier
Perfumes
Foot Powder
Dietary Aids
Bubble Bath
Medicated Cream

**Shaving Lotions
Patent Medicines**

On 9/1/60 at Los Angeles, California
By SAA Albert A. Hustedt:BLR.

[fol. 1613] Federal Bureau of Investigation

Date 9/6/60.

J. M. Wilkes, Manager, W. T. Grant Company, 437 South Broadway, Los Angeles, California, * * *. Wilkes furnished permission to Special Agent Albert A. Hustedt to make a shelf inspection of his store during which the following products were identified as being packaged in the following manners:

Cans and Glass Containers

Shoe Polish
Tooth Paste
Aspirin
Turpentine
Fish Food (Pet)
Bird Food (Pet)
Fertilizer
Room Deodorizer
Floor Wax
Furniture Wax
Window Cleaner
Disinfectant

Cans and Plastic Containers

Scotch Tape
Sun Tan Lotion

Glass and Plastic Containers

Glue
Baby Skin Lotion
Tooth Brushes

Cans, Glass and Plastic Containers

Hair Shampoo
Hair Beautifyer

Deodorant
After Shave Lotion
Insecticides
Bird Sprays
Animal Shampoo
Metal Cleaner

On 9/1/60 at Los Angeles, California
By SAA Albert A. Hustedt :BLR.

[fol. 1614] Federal Bureau of Investigation

Date 9/6/60.

E. D. Victor, Store Protection, downtown store of J. W. Robinson, 600 West 7th Street, Los Angeles, California,
• • • Victor furnished Special Agent Albert A. Hustedt with permission to make a shelf check of this store, which resulted in the following items being identified as being packaged in the following manners:

Cans and Glass Containers

Beef
Chicken
Asparagus
Olives
Cookies
Coffee
All Types Spices
Tea
Shrimp
Chestnuts
Anchovies
Caviar
Mushrooms
Cheese
Food Pastes
Nuts
Shaving Cream
Floor Wax
Furniture Wax

Cans and Plastic Containers

Tooth Paste

3116

Glass and Plastic Containers

Tooth Brushes
Antiseptics
Sun Tan Lotion

On 9/1/60 at Los Angeles, California.

By SAA Albert A. Hustedt:BLR.

[fol. 1615] Cans, Glass and Plastic Containers

Candy
Body Lotion
Tooth Paste
Hair Set
Hair Shampoo
Deodorant (Human)
After Shave Lotion
Foot Powder
Bubble Bath
Tooth Cleaner
Insecticides
Rug Shampoo
Patent Medicines
Baby Products
Glue
Dietary Aids
Skin Lotion
Mascara
Men's Shave Lotion

[fol. 1616] Federal Bureau of Investigation

Date 9/6/60.

Ernest Kong, Assistant Manager, Thrifty Drug Company, Inc., 427 South Broadway, Los Angeles, California, furnished Special Agent Albert A. Hustedt permission to make a shelf check of the products sold in this store. This check identified the following products to be packaged in the following manners:

Cans and Glass Containers

Shaving Cream
Antiseptics

Laxatives
 Medicated Creams
 Aspirin
 Food Supplements
 Baby Foods (All kinds)
 Floor Wax
 Window Cleaner
 Spot Remover
 Furniture Wax
 Rug Shampoo
 Room Deodorizer
 Shoe Polish
 Pet Food
 Pet Cleaners
 Beer
 Soft Drinks (All kinds)

Cans and Plastic Containers

Lipsticks
 Scotch Tape
 Animal Sprays
 Liquid Detergents

On 9/1/60 at Los Angeles, California.
 By SAA Albert A. Hustedt:BLR.

[fol. 1617] Glass and Plastic Containers

Cologne
 Nail Polish
 Tooth Brushes

Cans, Glass and Plastic Containers

Hand Cream
 Cleansing Creams
 Skin Lotion
 Perfumes
 Bubble Bath
 Deodorant (Human)
 Sun Tan Lotion
 After Shave Lotion
 Tooth Cleaners

Insecticides
 Baby Cleansing Items
 Glue
 Hair Shampoo
 Hair Creams
 Hair Beautifyer
 Car Wax
 Metal Cleaners
 Foot Powder
 Candy

[fol. 1618] Federal Bureau of Investigation

Date 9/6/60.

Bernie Brodsky, Owner of the Charm Drug Company, 1602 West 7th Street, Los Angeles, California, * * *. Brodsky furnished permission to Special Agents Albert A. Hustedt and Harry A. Kerley to make a shelf inspection of the products sold in his store and this inspection identified the following products to be packaged in the following manners:

Cans and Glass Containers

Beer
 Laxatives
 Shoe Polish
 Insecticides

Cans and Plastic Containers

Scotch Tape
 Face Powder
 Lipstick
 Cotton Balls
 Band aids
 Tooth Paste

Glass and Plastic Containers

Mascara
 Cologne
 Tooth Brushes
 Rubbing Compounds

Cans, Glass and Plastic Containers

Glue
Shampoo (Human)
Hair Beautifyer
Deodorant (Human)
Patent Drugs
After Shave Lotion
Sun Tan Lotion
Baby Care Items
Foot Powder

On 9/2/60 at Los Angeles, California

By SAs Albert A. Hustedt and Harry A. Kerley:BLR.

[fol. 1619] Federal Bureau of Investigation

Date 9/6/60.

Irving Schneider, President of Manray, Inc., 3170 Wilshire Boulevard, Los Angeles, * * *. He furnished permission to Special Agents Albert A. Hustedt and Harry A. Kerley to make a shelf inspection which resulted in the following products being identified as being packed in the following manners:

Cans and Glass Containers

Shave Cream
Cleaning Fluid
Insecticides
Laxatives
Dog Shampoo
Shoe Polish
Aspirin
Sucaryl
Candy
Beer

Cans and Plastic Containers

Lipstick
Tooth Paste
Band Aids
Cotton Balls
Scotch Tape

Glass and Plastic Containers

Body Lotion

Cologne

Tooth Brushes

On 9/2/60 at Los Angeles, California.

By SAAs Albert A. Hustedt and Harry A. Kerley:BLR.

[fol. 1620] Cans, Glass and Plastic Containers

Sun Tan Lotion

Cold Water Soap

Deodorant (Human)

Hair Beautifyer

Shampoo (Human)

Mascara

After Shave Lotion

Foot Powder

Baby Care Items

Glue

Patent Medicines

[fol. 1621] Federal Bureau of Investigation

Date 9/6/60.

Leo Mispagiel, Assistant Manager, Sav-On Drugs, 1701 South Western Avenue, Los Angeles, . . . Mispagiel furnished permission to Special Agents Albert A. Hustedt and Harry A. Kerley to make a shelf inspection of the products sold in this store, which identified the following products to be packaged as follows:

Cans and Glass Containers

Health Foods

Laxative

Coffee

Aspirin

Home Deodorants

Rug Shampoo

Carbontetra-Chloride

Floor Wax

Furniture Wax
 Shoe Polish
 Pet Food
 Fertilizer
 Shaving Cream
 Shaving Lotion
 Beer

Cans and Plastic Containers

Cotton Balls
 Adhesive Tape
 First Aid Travel Kits
 Scotch Tape

Glass and Plastic Containers

Tooth Brushes
 Cologne
 Lipstick
 Fingernail Hardner
 Skin Tan Lotion

On 9/2/60 at Los Angeles, California.

By SAAs Albert A. Hustedt and Harry A. Kerley:BLR.

[fol. 1622] Cans, Glass and Plastic Containers

Patent Medicines
 Foot Powder
 Baby Care Products
 Metal Cleaner
 Spot Remover
 Insecticides
 Car Wax
 Pet Shampoo
 Glue
 Detergent
 Cold Water Soap
 Deodorant (Human)
 Tooth Paste
 Hair Beautifyer
 Shampoo (Human)
 Bubble Bath

Perfume
Skin Lotions
Face Powder

[fol. 1623] Federal Bureau of Investigation

Date 9/6/60.

Ronald Hodson, Pharmacist, D&B Pharmacy, 11000 South Vermont Avenue, Los Angeles, California, furnished permission to Special Agents Albert A. Hustedt and Harry A. Kerley to make a shelf inspection of this store during which the following products were identified to be packaged as follows:

Cans and Glass Containers

Ointments
Laxatives
Cleaning Fluids
House Deodorants
Shaving Cream
After Shave Lotion
Shoe Polish
Salts
Aspirin

Cans and Plastic Containers

Insecticides
Candy
Adhesive Tape
Face Powder
Lipstick

Glass and Plastic Containers

Hand Lotion
Colognes
Tooth Brushes

Cans, Glass and Plastic Containers

Patent Drugs
Glue

Hair Beautifyer
Human Deodorant
Sun Tan Lotion
Pet Food
Baby Care Products
Pet Sprays
Mascara

On 9/2/60 at Los Angeles, California.

By SAAs Albert A. Hustedt and Harry A. Kerley:BLR.

[fol. 1624] Federal Bureau of Investigation

Date 9/6/60.

As a result of investigation at five leading chain grocery stores, five leading independent grocery stores, five leading drug chain stores and five leading department stores in the Los Angeles area, the following is a summary of the total individual products found packaged in the following manners:

Cans and Glass Containers

1. Aji-No-Moto
2. Ammonia
3. Anchovies
4. Antiseptics
5. Apple Sauce
6. Apricots
7. Artichokes
8. Asparagus
9. Aspirin
10. Baby Foods (All kinds)
11. Beans
12. Beef
13. Beer
14. Beets
15. Bouillon
16. Boysenberries
17. Calfs Foot Jelly
18. Candy
19. Carbontetra-chloride
20. Cagrots

21. Caviar
22. Cement Cleaner
23. Cheese
24. Cherries
25. Chestnuts
26. Chicken
27. Chicken Broth
28. Chili Sauce
29. Cleaning Fluid
30. Coffee
31. Cookies
32. Cooking Compound
33. Crab Apples
34. Currie Powder
35. Deviled Ham
36. Diced Cactus
37. Deodorizer (Home)
38. Disinfectants
39. Dry Cleaner
40. Face Powder
41. Fertilizer
42. Figs
43. Fish
44. Floor Wax
45. Food Pastes
46. Food Supplement
47. Fruit Juice (All Kinds)
48. Fruit Salad
49. Furniture Wax
50. Glue
51. Gravy (Meat)
52. Hair Set
53. Health Foods
54. Honey
55. Ice Cream Topping
56. Insecticides
57. La Truffe
58. Laxatives
59. Lobster
60. Loguats

On 9/6/60 at Los Angeles, California.
By SAA Albert A. Hustedt:BLR.

[fol. 1625] 61. Lotions (Hair Wave)

62. Malted Milk
63. Medicated Creams
64. Metal Cleaners
65. Mushrooms
66. Ointments
67. Olives
68. Onions
69. Oysters
70. Nuts
71. Papaya
72. Peaches
73. Peanut Butter
74. Pears
75. Peas
76. Perfume
77. Pet Cleaners
78. Pet Food
79. Petroleum Jelly
80. Pimientos
81. Plums
82. Popcorn
83. Prunes
84. Putty
85. Ravioli and Chicken
86. Salad Oils
87. Salted Cherry Blossoms
88. Sandwich Spread
89. Sardines
90. Sauerkraut
91. Sausage
92. Seasoning (All Kinds)
93. Serutan
94. Shampoo (Rug)
95. Shave Cream
96. Shave Lotion
97. Shoe Polish
98. Shoyu
99. Shrimp
100. Soft Drinks (All Kinds)
101. Sorghum

102. Spaghetti Sauce
103. Spices (All Kinds)
104. Spot Remover
105. Sprays (Animal)
106. Starch
107. Steak Sauce
108. Sucaryl
109. Sugar
110. Syrup
111. Tea
112. Toilet Cleaner
113. Tooth Paste
114. Turkey
115. Turpentine
116. Vegetable Juice
117. Wave Set
118. Welsh Rarebit
119. Window Cleaner
120. Zuke

Cans and Plastic Containers

1. Animal Sprays
2. Band Aids
3. Cake Icing
4. Candy
5. Car Wax
6. Cotton Balls
7. Detergents (Liquid)
8. Face Powder
9. First Aid Travel Kits
10. Foot Powder
11. French Fried Ants
12. French Fried Butterflies
13. French Fried Grasshoppers
14. Hair Set
15. Ice Cream Topping
16. Insecticides
17. Lipstick
18. Scotch Tape
19. Sun Tan Lotion
20. Tooth Paste

[fol. 1625a] Glass and Plastic Containers

1. Antiseptic
2. Baby Lotions
3. Body Deodorants
4. Body Lotion
5. Bouillon
6. Cologne
7. Fingernail Hardener
8. Glue
9. Lipstick
10. Makeup Powder
11. Mascara
12. Oven Cleaner
13. Rubbing Compounds
14. Shampoo
15. Shaving Lotion
16. Sun Tan Lotions
17. Tooth Brushes

Cans, Glass and Plastic Containers

1. Auto Wax.
2. Baby Care Products
3. Bubble Bath
4. Candy
5. Cleansing Creams
6. Cold Water Soap
7. Deodorant (Human)
8. Detergent
9. Dietary Aids
10. Glass Cleaner
11. Glue
12. Ginger
13. Floor Wax
14. Foot Powder
15. Hair Beautifyer
16. Hand Cream
17. Honey
18. Insecticides
19. Mascara
20. Medicated Creams
21. Metal Polish and Cleaners

22. Oven Cleaners
23. Patent Medicines
24. Perfumes
25. Shampoo (Animal)
26. Shampoo (Human)
27. Shampoo (Rug)
28. Shave Lotion
29. Skin Lotion
30. Spot Remover
31. Sun Tan Lotion
32. Tooth Cleansers

[fols. 1626-1627] GOVERNMENT'S EXHIBIT 1178B

United States Department of Justice
Federal Bureau of Investigation

Report of: SAA Albert A. Hustedt

Date: August 31, 1960

Field Office File No.: Los Angeles 60-602

Office: Los Angeles, California

Bureau File No.: 60-4975

Title: Continental Can Company, Inc., Et al

Character: Antitrust

Synopsis: Investigation at five leading chain grocery stores and five leading independent grocery stores in the Los Angeles area, identified 83 types of the same product which appear in cans and glass containers; 10 types in glass and plastic containers; 8 types in cans and plastic containers; and 15 types in cans, glass, and plastic containers.

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Details: This investigation was predicated upon receipt of a letter dated August 22, 1960, from Mr. Robert A. Bicks, Assistant Attorney General, Antitrust Division. Mr. Bicks requested that investigation be conducted in the Los Angeles area in order to identify as many products as possible which are packaged in a combination of two or more of the following containers: cans; glass; or plastic.

On August 29, 1960, Leo R. Gilleran, Controller, Ralphs

Grocery Company, 3410 West 3rd Street, Los Angeles, California, was interviewed by SA's Albert A. Hustedt and Harry A. Kerley. * * *

[fol. 1628] Federal Bureau of Investigation

Date August 31, 1960.

Arthur G. Goertzen, manager of store #32 of Ralphs Grocery Company, located at 3rd Street and Vermont Avenue, Los Angeles, * * *

* * * furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make a shelf check to determine this information. This shelf check identified the following products which appear packaged as follows:

Cans and Glass Containers

Nuts

Welsh Rarebit

Cocktail Sausages

Cheese

Oysters

Chicken

Aspirin

Olives

Fruit and Vegetable Juice

Soft Drinks (all types)

Baked Beans

Artichokes

Carrots

Beets

Chili Sauce

Pimentos

Fruit Salad

Peaches

Cherries

Plums

Crab Apples

Figs

Prunes

Boysenberries

Coffee

Beer
 Fish
 Baby Food (all kinds)
 Many types of food seasonings
 Salad Oil
 Sugar
 Syrup
 Shoyu (Japanese sauce)
 Deodorizer (spray tops)
 Furniture Wax
 Floor Wax
 Shoe Polish
 Dry Cleaner
 Ammonia
 Starch
 Shaving Cream
 Syrups

On 8/29/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1629] Cans and Plastic Containers

Bird Sprays
 Tooth Paste

Glass and Plastic Containers

Bouillon
 Glue
 Body Deodorants
 Skin Lotion
 Sun Tan Lotion

Cans, Glass, and Plastic Containers

Honey
 Insecticides
 Window Cleaner
 Animal flea killing cleaner
 Dishwashing Detergents, Soaps (Liquid)
 Copper Cleaner
 Detergents
 Shampoo
 Hair Tonic

[fol. 1630] Federal Bureau of Investigation

Date August 31, 1960.

Dale Harris, manager of Safeway Store #32, 230 South Vermont Avenue, Los Angeles, California, *** furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make this inspection in his store. This inspection identified the following products packaged in the following ways:

Cans and Glass Containers

Petroleum Jelly
 Aspirin
 Cheese
 Chili Sauce
 Olives
 Spaghetti Sauce
 Baby Food (all kinds)
 Nuts
 Crab Apples
 Cherries
 Figs
 Boysenberries
 Plums
 Fruit Salad
 Peaches
 Prunes
 Fruit Juices
 Chicken Broth
 Cocktail Sausages
 Dried Beef
 Chicken
 Baked Beans
 Beets
 Carrots
 Beans
 Sauerkraut
 Pimientos
 Syrup
 Soft Drinks
 Shoe Polish
 Insect Sprays

Floor and Furniture Wax

Room Deodorizers

Window Cleaners

Metal Polish

Pet Cleaners

Bird Food

Coffee

Chocolate Flavorings for Milk

Spices (all kinds)

Beer

Pineapple Ice Cream Topping

On 8/29/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1631] Cans and Plastic Containers

Cake Icing

Strawberry Ice Cream Topping

Glass and Plastic Containers

Deodorants

Baby Lotion

Shampoo

Glue

Cans, Glass, and Plastic Containers

Hair Tonic

Women's Wave Set

Honey

Heavy and Light Detergents

[fol. 1632] Federal Bureau of Investigation

Date August 31, 1960.

Cliff Lindenberger, Manager, Store #1, Alpha Beta Food Markets, Inc., 5071 Rodeo Road, Los Angeles, California,
• • •

• • • Lindenberger furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make a shelf check of his store to determine how the various products are pack-

aged. This check identified the following products packaged in the following manners:

Cans and Glass Containers

Insecticides

Vegetable Juices

Fruit Juices

Shoe Polish

Floor Wax

Furniture Polish

Metal Cleaner

Deodorants

Rug Shampoo

Soft Drinks

Malted Milk

Pet Foods

Pet Cleaners

Gravy

Coffee

Italian Cheese

Salad Oils

Spices

Chicken

Turkey

Baked Beans

Beans

Beets

Carrots

Mushrooms

Olives

Pimentos

Chili Sauce

Figs

Cherries

Apple Sauce

Prunes

Plums

Crab Apples

Syrup

Aji-No-Moto

Ice Cream Toppings

Baby Food

Aspirin
Shaving Cream

On 8/30/60 at Los Angeles, California.
By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1633] Cans and Plastic Containers

Car Polish
Tooth Paste
Hair Set

Glass and Plastic

Deodorant
Sun Tan Lotion
Body Lotion
Shampoo

Cans, Glass, and Plastic Containers

Detergent
Honey
Glue
Hair Tonic

[fol. 1634] Federal Bureau of Investigation


Date August 31, 1960.

William Clugston, Market Supervisor, Store #37,
Thriftmart, Inc., 3621 South La Brea, Los Angeles, Cali-
fornia, * * * ,

* * * Clugston furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make a shelf check of his store. This check identified the following products which are packaged in the following manners:

Cans and Glass Containers

Chicken Broth
Baby Foods
Coffee
Shoe Polish



Cleaning Fluid
Rug Shampoo
Window Cleaner
Toilet Cleaner
Floor and Furniture Wax
Home Deodorants
Starch
Hair Set
Pet Cleaners
Pet Food
Aspirin
Steak Sauce
Chili
Cocktail Sausages
Apricots
Mushrooms
Chicken
Turkey
Soft Drinks
Salad Oil
Spices
Asparagus
Artichoke
Carrots
Olives
Beets
Green Beans
Plums
Crab Apples
Honey
Pears
Baked Beans
Apple Sauce
Pimentos
Prunes
Cherries
Fruit Juices
Beer
Vegetable Juices

On 8/30/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

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[fol. 1635] Cans and Plastic Containers

Car Polish
Tooth Paste
Foot Powder

Glass and Plastic Containers

Baby Lotion
Sun Tan Lotion
Glue
Shampoo

Cans, Glass, and Plastic Containers

Liquid Detergent
Metal Polish
Body Deodorant
Hair Tonic

[fol. 1636] Federal Bureau of Investigation

Date August 31, 1960.

Tony Coppa, Manager, Store #32, Market Basket, 6298
West 3rd Street, Los Angeles, California, * * *

* * * Coppa furnished permission to SA's Albert A.
Husiedt and Harry A. Kerley to make a shelf check of his
store, during which the following products were identified
as being packaged in the following manners:

Cans and Glass Containers

Chili Sauce
Meat Gravy
Pimentos
Mushrooms
Cherries
Ravioli Chicken
Vienna Sausage
Beef Tongue
Chicken
Oysters
Crab Apples
Peaches

Pears
Boysenberries
Figs
Prunes
Apple Sauce
Fruit Salad
Beets
Carrots
Sauerkraut
Artichoke
All Kinds, Fruit Juices
All Kinds, Vegetable Juices
Chocolate Syrup
Ice Cream Topping
Baby Food, All Kinds
Animal Sprays
Insecticides
Home Deodorizer
All Soft Drinks
Floor and Furniture Wax
Beer
Hair Wave Lotions
Aspirin
Laxatives
Petroleum Jelly
Serutan
Window Cleaner
Shoe Polish
Pet Food
Cheese
Olives
Coffee
Salad Oils
Spices

On 8/30/60 at Los Angeles, California.
By SA's Albert A. Hustedt and Harry A. Kerley/els.

[fol. 1637] Cans and Plastic Containers

Foot Powder
Scotch Tape
Tooth Paste

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Glass and Plastic Containers

Makeup Powder
Baby Lotion
Baby Shampoo
Shampoo

Cans, Glass, and Plastic Containers

Rug Shampoos
Oven-Cleaners
Auto Wax
Metal Cleaner
Bubble Bath
Glue
Honey
Detergent
Hair Cream
Body Deodorant

[fol. 1638] Federal Bureau of Investigation

Date August 31, 1960.

Max Polesky, owner of the Beverly-Normandie Market, 4213 Beverly Boulevard, Los Angeles, California, . . . furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make a shelf check of the products carried in his store, and this check identified the following products which are packaged as follows:

Cans and Glass Containers

Baby Food
Food Seasoning
Prunes
Peaches
Cherries
Crab Apples
Pears
Soft Drinks
Figs
Beans
Carrots
Beets

Fruit Juices
 Beer
 Floor Wax
 Furniture Wax
 Glass Cleaner
 Spot Remover
 Deodorant
 Metal Polish
 Coffee
 Chocolate Drink
 Pet Food
 Shoe Polish
 Cheese
 Turkey
 Chicken
 Insecticide
 Olives
 Salad Oil
 Chicken Broth
 Aspirin
 Hair Tonic
 Tooth Paste

Cans and Plastic Containers

None

On 8/30/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1639] Glass and Plastic Containers

Baby Skin Lotion
 Glue
 Body Deodorant

Cans, Glass, and Plastic Containers

Car Wax
 Detergent
 Honey

[fol. 1640] Federal Bureau of Investigation

Date August 31, 1960.

Joseph Giovinazzo, Partner, Midtown Market, 2882 West 9th Street, Los Angeles, California, * * *. Giovinazzo furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make this shelf check, during which time the following products were identified as being packaged in the following manners:

Cans and Glass Containers

Zuke
Salad Oil
Olives
Oysters
Pimentón
Lima Beans
Artichokes
Cherries
Beets
Beer
Soft Drinks
Metal Polish
Rug Shampoo
Starch
Furniture Polish
Floor Wax
Glass Cleaner
Insecticide
Deodorizers
Carrots
Green Beans
Vegetable Juices
Fruit Juice
Beans
Peaches
Prunes
Fruit Salad
Crab Apples
Chicken
Turkey

Chili
Bird Food
Coffee
Chocolate Syrup
Spices
Cleaning Fluid
Shoe Polish

Cans and Plastic Containers

None

On 8/30/60 at Los Angeles, California.
By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1641] Glass and Plastic Containers

None

Cans, Glass, and Plastic Containers

Detergents
Honey

[fol. 1642] Federal Bureau of Investigation

Date August 31, 1960.

Marty Rumack, owner, Bi-Rite Market, 2913 North Broadway, Los Angeles, California, * * * furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make a shelf check of his store. This check identified the following products packaged in the following manners:

Cans and Glass Containers

Chicken
Turkey
Chocolate Syrup
Cherries
Crab Apples
Prunes
Soft Drinks
Beets
Carrots

Artichokes
 Baked Beans
 Diced Cactus
 Meat Gravy
 Pimentos
 Chili
 Seasoning, all kinds
 Fruit Juices
 Vegetable Juices
 Salad Oil
 Vegetable Oil
 Olives
 Pancake Syrup
 Peanut Butter
 Honey
 Beer
 Home Deodorizer
 Insecticide
 Window Cleaner
 Metal Polish
 Spot Remover
 Shoe Polish
 Floor Wax
 Furniture Wax
 Baby Foods
 Pet Foods
 Sandwich spread
 Coffee
 Instant Malted Milk
 Wave Set
 Aspirin

Cans and Plastic Containers

None

On 8/30/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1643] Glass and Plastic Containers

Shampoo
 Shaving Lotion

Cans, Glass, and Plastic Containers**Detergents****Glue****Hair Tonic**

[fol. 1644] Federal Bureau of Investigation

Date August 31, 1960.

Mrs. Elvira Rubin, wife of the owner, LaSalle Market, 1900 West Washington Boulevard, Los Angeles, California, furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make such a check. This check identified the following products to be packaged in the following manners:

Cans and Glass Containers**Chicken****Turkey****Beer****Soft Drinks****Mushrooms****Salad****Olives****Spices, all kinds****Pet Food****Insecticide****Metal Polish****Home Deodorant****Shoe Polish****Furniture Polish****Floor Wax****Window Cleaner****Beets****Spot Remover****Baked Beans****Carrots****Fruit Juices****Vegetable Juices****Figs****Prunes****Pears**

Cherries
Coffee
Sorghum
Pancake Syrup
Wave Set
Aspirin
Chocolate Syrup

Cans and Plastic Containers.

None

On 8/30/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1645]. Glass and Plastic Containers

Skin Lotion
Body Deodorant

Cans, Glass, and Plastic Containers

Detergents

[fol. 1646] Federal Bureau of Investigation

Date August 31, 1960.

William Lord, owner of Lord's Market, 863 South Vermont, Los Angeles, California, * * * furnished permission to SA's Albert A. Hustedt and Harry A. Kerley to make a shelf check, which identified the following products as being packaged in the following manners:

Cans and Glass Containers

Pop Corn
Cocktail Sausages
Metal Polish
Room Deodorant
Window Cleaner
Rug Shampoo
Floor Wax
Furniture Wax
Starch

Insecticide
 Shoe Polish
 Beer
 Soft Drinks
 Pet Spray
 Food (Pet)
 Honey
 Salad Oil
 Seasonings
 Chili
 Turkey
 Aspirin
 Save Set
 Fruit Juices
 Vegetable Juices
 Coffee
 Olives
 Chocolate Drink
 Cherries
 Fruit Salad
 Boysenberries
 Figs
 Prunes
 Crab Apples
 Sauerkraut
 Pears
 Beets
 Baked Beans
 Mushrooms
 Chicken

Cans and Plastic Containers

Car Wax

On 8/30/60 at Los Angeles, California.

By SA's Albert A. Hustedt & Harry A. Kerley/els.

[fol. 1647] Glass and Plastic Containers

Oven Cleaner
 Detergent
 Shampoo
 Baby Oil

Cans, Glass, and Plastic Containers

.Body Deodorant

[fol. 1648] Federal Bureau of Investigation

Date August 31, 1960.

On August 29 and 30, 1960, shelf checks were made at five chain grocery stores and five independent grocery stores in the Los Angeles area.

The following is a summary of the total individual products found, and the manner in which they are packaged:

Cans and Glass Containers

1. Aji-No-Moto
2. Ammonia
3. Apple Sauce
4. Apricots
5. Artichokes
6. Asparagus
7. Aspirin
8. Baby Food (all kinds)
9. Beans
10. Beef
11. Beer
12. Beets
13. Boysenberries
14. Carrots
15. Cherries
16. Cheese
17. Chicken
18. Chicken Broth
19. Chili Sauce
20. Cleaning Fluid
21. Coffee
22. Crab Apples
23. Dried Cactus
24. Deodorizer (home)
25. Dry Cleaner
26. Figs

27. Fish
28. Floor Wax
29. Fruit Juice (all kinds)
30. Fruit Salad
31. Furniture Wax
32. Gravy (meat)
33. Hair Set
34. Honey
35. Ice Cream Topping
36. Insecticides
37. Laxatives
38. Lotions (hair wave)
39. Malted Milk
40. Metal Cleaners
41. Mushrooms
42. Nuts
43. Olives
44. Oysters
45. Peaches
46. Peanut Butter
47. Pears
48. Pet Cleaners
49. Pet Food
50. Petroleum Jelly
51. Pimentos
52. Plums
53. Pop Corn
54. Prunes
55. Ravioli and Chicken
56. Salad Oils

On 8/29 & 30/60 at Los Angeles, California.

By SA Albert A. Hustedt/els.

[fol. 1649] 57. Sandwich Spread

58. Sauerkraut
59. Sausage (cocktail)
60. Seasonings (all kinds)
61. Serutan
62. Shampoo (rug)
63. Shaving Cream

64. Shoe Polish
65. Shoyu
66. Soft Drinks (all kinds)
67. Sorghum
68. Spaghetti Sauce
69. Spices (all kinds)
70. Spot Remover
71. Sprays (animal)
72. Starch
73. Steak Sauce
74. Sugar
75. Syrup
76. Toilet Cleaner
77. Tooth Paste
78. Turkey
79. Vegetable Juice
80. Wave Set
81. Welsh Rarebit
82. Window Cleaner
83. Zuke

Cans and Plastic Containers

1. Bird Sprays
2. Cake Icing
3. Car Wax
4. Foot Powder
5. Hair Set
6. Ice Cream Topping
7. Scotch Tape
8. Tooth Paste

Glass and Plastic Containers

1. Baby Lotion
2. Body Deodorant
3. Body Lotion
4. Bouillon
5. Glue
6. Make up Powder

7. Oven Cleaner
8. Shampoo
9. Shaving Lotion
10. Sun Tan Lotion

Cans, Glass, and Plastic Containers

[fol. 1650] 1. Auto Wax

2. Bubble Bath
3. Deodorant
4. Detergent
5. Glass Cleaner
6. Glue
7. Hair Tonic
8. Honey
9. Insecticides
10. Metal Polish
11. Oven Cleaners
12. Shampoo (animal)
13. Shampoo (human)
14. Shampoos (rug)
15. Wave Set

[fol. 1651] GOVERNMENT'S EXHIBIT 1179

Federal Bureau of Investigation

Date September 9, 1960.

Miss Winefred Sadecki, Manager, Epicure Shop, Carson Pirie and Scott, 1 South State Street, accompanied by SA Joseph H. Servel on a tour of the Epicure Shop at which time the following list of products which are handled by the store that appear in both cans and glass containers, was prepared:

Food Products	Cans	Glass	Plastic
Coffee	x	x	
Candy	x	x	
Spices	x	x	
Mushrooms	x	x	
Honey	x	x	
Beans	x	x	
Beets	x	x	
Fruit Salad	x	x	
Cherries-brandied		x	
Cherries	x		
Pineapple in liqueur		x	
Pineapple in syrup	x		
Pears in liqueur		x	
Pears in syrup	x		
Peaches in liqueur		x	
Peaches in syrup	x		
Sandwich spread	x	x	
Salted nuts	x	x	
Olives	x	x	
Noodle nests	x	x	
Syrup	x	x	
Olive Oil	x	x	
Fruit Juices	x	x	
Total Products—23	19	19	None

On 9/6/60 at Chicago, Illinois.
By SA Joseph H. Servel/mjt.

[fol. 1652] GOVERNMENT'S EXHIBIT 1180

Federal Bureau of Investigation

Date September 9, 1960.

Fred Starks, Grocer Manager, Model Town and Country Mart, 300 West Sibley Boulevard, ***.

Mr. Starks accompanied SA Joseph H. Servel on a tour of this store at which time the following listed products which are handled by the store that appear in both can and glass containers, glass and plastic containers or can, glass and plastic containers, was prepared:

Food Products	Cans	Glass	Plastic
Spices	x	x	
Fish	x	x	
Asparagus	x	x	
Beets	x	x	
Sauerkraut	x	x	
Baked beans	x	x	
Mushrooms	x	x	
Applesauce	x	x	
Pears	x	x	
Prunes	x	x	
Fruit juice	x	x	
Egg noodles with tuna	x	x	
Spaghetti sauce	x	x	
Dog food	x	x	
Olives	x	x	
Cherries	x	x	
Cooking oil	x	x	
Peanut butter	x	x	
Honey	x	x	

On 9/8/60 at Dolton, Illinois.

By SA Joseph H. Servel/mjt.

[fol. 1653]

Food Products Contd.

	Cans	Glass	Plastic
Ice cream topping	x	x	
Syrup	x	x	
Coffee	x	x	
Food Products Total—22	22	22	0
Household Products			
Toilet bowl cleaner	x	x	x
Oven cleaner	x	x	x
Household cleaner	x	x	
Liquid detergent	x		x
Bluing		x	x
Furniture polish	x	x	
Shoe polish	x	x	
Room deodorant	x	x	
Car polish	x		x
Cleaning fluid	x	x	
Window cleaner	x	x	
Household Products Total—11	10	9	5
Toilet Articles			
Dental powder	x		x
Toothpaste	x		x
Foot lotion	x	x	x
Shampoo		x	x
Hair spray (women's)	x		x
Shaving lotion	x	x	
Deodorant		x	x
Hair conditioner (men)	x	x	x
Baby bottles		x	x
Sun tan lotion		x	x
Toilet Articles Total—10	6	7	9

[fol. 1654]

Drugs

	Cans	Glass	Plastic
Pain remedies	x	x	x
Baby lotions		x	x
Laxatives	x	x	
Bactine		x	x
Caladryl lotion		x	x
Skin cleaner		x	x
Hand cream		x	x
Cologne		x	x
Drug Products Total—8	2	8	7
Total Number of Products—51	40	46	21

[fol. 1655] GOVERNMENT'S EXHIBIT 1181

Federal Bureau of Investigation

Date September 9, 1960.

James Rentas, Manager, Wasso's Food and Liquor Market, 159th and Wood Streets, ***

Mr. Rentas accompanied SA Joseph H. Servel on a tour of the store at which time the following list of products which are handled by the store and appear in both can and glass containers, glass and plastic containers or can, glass and plastic containers, was prepared:

Food Products	Cans	Glass	Plastic
Mushrooms	X	X	
Olives	X	X	
Olive Oil	X	X	
Beans	X	X	
Sauerkraut	X	X	
Asparagus	X	X	
Apple juice	X	X	
Prune juice	X	X	
Applesauce	X	X	
Cherries	X	X	
Fruits for Salad	X	X	
Baby food	X	X	
Cooking Oil	X	X	
Pie filling	X	X	
Spaghetti sauce	X	X	
Spices	X	X	
Coffee	X	X	
Dog food	X	X	
Soft drinks	X	X	
Beets	X	X	
Ice cream toppings	X	X	
Beer	X	X	
Food Products Total—22	22	22	None

On 9/8/60 at Harvey, Illinois.

By SA Joseph H. Servel/mjt.

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[fol. 1656]

Household Products	Cans	Glass	Plastic
Shoe polish	X	X	
Window cleaners	X	X	
Car wax	X		X
Furniture wax	X	X	
Ammonia	X	X	
Toilet bowl cleaner	X		X
Air deodorant	X	X	
Rug shampoo	X	X	
Starch	X	X	
Oven cleaner	X	X	X
Liquid detergent	X	X	X
Household Products Total—11	11	9	4
Toilet Articles			
Shampoo		X	X
Deodorants		X	X
Hair dressing	X	X	
Toilet Articles Total—3	1	3	2
Total Products—36	34	34	6

[fol. 1657] GOVERNMENT'S EXHIBIT 1182

Federal Bureau of Investigation

Date September 9, 1960.

Charles Braun, Grocer Manager, Wally's Market, Incorporated, Store #1, 120 East 147th Street, ***.

Mr. Braun accompanied SA Joseph H. Servel on a tour of the store at which time the following list of products which are handled by the store that appear in both can and glass containers, glass and plastic containers or can, glass and plastic containers, was prepared:

Food Products	Cans	Glass	Plastic
Coffee	x	x	
Spices	x	x	
Ice cream topping	x	x	
Spaghetti sauce	x	x	
Dog food	x	x	
Cooking oil	x	x	
Sauerkraut	x	x	
Baked beans	x	x	
Mushrooms	x	x	
Fruit juice	x	x	
Fruits for salad	x	x	
Cherries	x	x	
Cranberry sauce	x		
Apple cranberry sauce		x	
Applesauce	x	x	
Olives	x	x	
Food Products Total—16	15	15	None
Household products			
Oven cleaner	x	x	
Shoe polish	x	x	
Car wax	x		

On 9/8/60 at Harvey, Illinois.

By SA Joseph H. Servel/mjt.

[fol. 1658]

	Cans	Glass	Plastic
Insect spray	x	x	
Furniture polish	x	x	
Window cleaner	x	x	
Ammonia	x	x	
Bluing		x	x
Toilet bowl cleaner	x		x
Liquid detergent	x		x
Household Products Total—10	9	7	4
Toilet Articles			
Bubble bath		x	x
Deodorant		x	x
Shampoo		x	x
Bactine		x	x
Hair dressing	x	x	
Baby bottles		x	x
Toilet Articles Total—6	1	6	5
Total Products—32	25	28	9

[fol. 1659] GOVERNMENT'S EXHIBIT 1183

Federal Bureau of Investigation

Date September 9, 1960.

Philip Feldstein, Manager, Tobin Drug Store, 13122 South Ellis, ***

Mr. Feldstein accompanied SA Joseph H. Servel on a tour of the store at which time the following list of products which are handled by the store appear in both cans and glass containers, glass and plastic containers or cans, glass and plastic containers, was prepared:

Toilet Articles	Cans	Glass	Plastic
Toothpaste	x		x
Deodorants		x	x
Hair preparations (men)	x	x	
Hair preparations (women)	x	x	
Skin lotion		x	x
Shaving lotion		x	x
Shampoo		x	x
Talcum powder	x	x	
Hair coloring	x	x	
Perfume	x	x	
Cologne	x	x	x
Toilet Articles Total—11	7	10	6
Household Products			
Glass cleaner	x	x	
Furniture polish	x	x	
Car polish	x	x	
Cleaning fluid	x	x	
Sani-flush	x	x	
Room deodorizers	x	x	
Shoe polish	x	x	
Insecticides	x	x	
Baby bottles		x	x
Insecticide sprayers	x	x	
Total Household Products—10	9	10	1

On 9/8/60 at Chicago, Illinois.

By SA Joseph H. Servel/mjt.

[fol. 1660]

Food Products	Cans	Glass	Plastic
Olive Oil	x	x	
Hard candies	x	x	
Food Products Total—2	2	2	0
Cosmetics			
Powder base		x	x
Cosmetics Products Total—1	0	1	1
Drugs			
Epsom salts	x	x	
Vi-Davin	x	x	
Aspirin	x	x	
Nose drops		x	x
Ointments	x	x	
Drug Products Total—5	4	5	1
Total Number of Products—29	22	28	9

[fol. 1661]

GOVERNMENT'S EXHIBIT 1484

Federal Bureau of Investigation

Date August 31, 1960.

Gene Plucinski, Assistant Manager, Garofalos Finer Foods, Incorporated, 179 Joe Orr Road, ...

Mr. Plucinski accompanied SA Joseph H. Servel on a tour of the grocery store at which time the following list was prepared showing food products, household products, and toilet articles that are stocked in the store which appear in both cans and glass containers, cans and plastic containers or cans, glass and plastic containers.

Food Products	Cans	Glass	Plastic
Applesauce	x	x	
Fruits for salad	x	x	
Peaches—spiced		x	
Peaches—in syrup	x		
Cherries	x	x	
Plums	x	x	
Fruit juices	x	x	
Beets	x	x	
Mushrooms	x	x	
Sauerkraut	x	x	
Spices	x	x	
Baked beans	x	x	
Boned chicken	x	x	

On 8/31/60 at Chicago Heights, Illinois.

By: SA Joseph H. Servel/mps.

[fol. 1662]

Food Products (Cont.)

	Cans	Glass	Plastic
Olives—ripe	x		
Olives—green		x	
Honey	x	x	
Peanut butter	x	x	
Cooking oil	x	x	
Baby food	x	x	
Coffee	x	x	
Ice cream toppings	x	x	
Soft drinks	x	x	
Peanuts—shelled	x	x	
Food products total	21	21	

Household Products

Starch	x	x	
Glass cleaners	x	x	
Oven cleaner	x	x	
Deodorizers	x	x	
Furniture polish	x	x	
Toilet bowl cleaner	x		x
Auto paint cleaner	x		x
Auto wax	x		x
Shoe polish	x	x	
Liquid detergents	x		x
Sweater washing compound		x	x
Stain remover		x	x
Household products total	10	8	6

Toilet Articles

Dusting powder	x		x
Deodorants		x	x
Shampoo	x	x	x
Hair conditioners	x	x	
Hair spray	x	x	
Tooth paste	x		x
Baby shampoo		x	x
Baby cream		x	x
Skin ointment		x	x
Toilet articles total	5	7	7

[fol. 1663]

Food products	21	21	
Household products	10	8	6
Toilet articles	5	7	7
Grand total	36	36	13
Total number products	44		
Number in cans	36		
Number in glass	36		
Number in plastic	13		

Federal Bureau of Investigation

Date August 31, 1960.

Robert J. Doyle, Grocery Manager, Rudy's Market, Incorporated, 375 Sauk Trail,***.

Mr. Doyle accompanied SA Joseph H. Servel on a tour of the store, at which time the following list of products which are handled by the store that appear in both cans and glass containers, glass and plastic containers, or cans, glass and plastic containers was prepared:

Food Products	Cans	Glass	Plastic
Applesauce	X	X	
Cherries	X	X	
Peaches	X	X	
Fruits for salad	X	X	
Beets	X	X	
Olives	X	X	
Onions	X	X	
Baked beans	X	X	
Egg noodle w/tuna		X	
Egg noodle w/chicken	X		
Spices	X	X	
Cooking oil	X	X	
Baby food	X	X	
Spaghetti sauce	X	X	
Coffee	X	X	
Ice cream topping	X	X	
Beef	X	X	
Food products total	16	16	

On 8/31/60 at Park Forest, Illinois.

By SA Joseph H. Servel/mps.

[fol. 1665]

Household Products	Cans	Glass	Plastic
Auto cleaner	x	x	x
Auto wax	x	x	
Floor wax	x	x	
Toilet bowl cleaner	x		x
Oven cleaner	x	x	
Deodorizers	x	x	
Shoe polish	x	x	
Spot remover	x	x	
Liquid detergent	x		x
Household products total	9	7	3
Toilet Articles			
Toothpaste	x		x
Shampoo		x	x
Deodorant		x	x
Hair conditioner	x	x	x
Antiseptic		x	x
Skin conditioner		x	x
Toilet articles total	2	5	6
Total number products	32		
Number in cans	27		
Number in glass	28		
Number in plastic	9		

[fol. 1666]

GOVERNMENT'S EXHIBIT 1186

Federal Bureau of Investigation

Date September 9, 1960.

Mrs. Alice Landers, Assistant Manager, Housewares Department, Carson Pirie and Scott, 1 South State Street, accompanied SA Joseph H. Servel on a tour of this department at which time the following list of products that appear in both cans and glass containers, glass and plastic containers or cans, glass and plastic containers, was prepared:

Household Products	Cans	Glass	Plastic
Insecticide	x	x	
Oven cleaner	x	x	x
Silver polish	x	x	
Copper cleaner	x		x
Cold water soap	x		x
Rug and Upholstery Cleaner	x	x	
Furniture polish	x	x	x
Rug shampoo	x	x	x
Wax remover	x	x	x
Total Products—9	9	7	6

On 9/8/60 at Chicago, Illinois.
By SA Joseph H. Servel/mjt.

[fol. 1667] GOVERNMENT'S EXHIBIT 1187.

Federal Bureau of Investigation

Date September 7, 1960.

* * * Musket and Henriksen, Inc. Drug Store, 4456 West Lawrence Avenue, Chicago, * * * [L]ist of products which are packaged in two or more containers made of tin, glass, or plastic:

Product	Tin	Glass	Plastic
Dental Powders	X	X	X
Shaving Creams	X	X	
Dental Creams	X		X
Hair Sprays	X		X
Hair Set Lotions		X	X
Hair Shampoos		X	X
Hair Tonic	X	X	X
Baby Lotions		X	X
Artificial Sweetener		X	X
Diet Preparation	X	X	
Deodorants	X	X	X
Bubble Bath	X	X	X
Suntan Lotions	X	X	X
Insect Repellents	X	X	
Skin Cleansers		X	X
Colognes		X	X
Talcum Powders	X		X
Flea Killers	X		X
Nasal Preparations	X	X	X
Antiseptics (personal)	X	X	X
Medicated Creams		X	X
Ointments (First aid)	X	X	X
Foot Sprays	X		X
Rubbing Alcohols	X	X	
Cleaning Fluids	X	X	
Skin Preparations	X	X	X
Household Deodorants	X	X	
Eye Preparations		X	X
Glue		X	X
Total 29	20	24	23

On 9/6/60 at Chicago, Illinois.

By SA Alton E. Bramblett/mal.

[fol. 1668] GOVERNMENT'S EXHIBIT 1188

Federal Bureau of Investigation

Date September 8, 1960.

* * * Suss Drugs, 1976 West Lawrence Street. * * *

The stock shelves contained the following types of items that were packaged in two or more containers made of tin, glass or plastic:

Product	Tin	Glass	Plastic
Foot Powders	X	X	X
Dental Powders	X	X	X
Dental Creams	X		X
Antiseptics	X	X	
After Shave Lotions	X	X	
After Shave Talcum Powders	X	X	
Shaving Creams	X	X	
Hair Shampoos		X	X
Hair Sets	X	X	X
Baby Oils		X	X
Baby Powders	X	X	
Shoe Polishers	X	X	
Hair Sprays	X	X	X
Cleaning Fluids	X	X	
Household Deodorants	X	X	
Deodorants	X	X	X
Hair Dressings	X	X	X

On 9/7/60 at Chicago, Illinois.

By SA Alton E. Bramblett/maz.

[fol. 1669]

Product	Tin	Glass	Plastic
Suntan Lotions	X	X	X
Insect Repellents	X	X	X
Glue		X	X
Talcum Powders	X	X	
Skin Creams		X	X
Colognes	X	X	X
Eye Drops		X	X
Nasal Preparations		X	X
Reducing Aids	X	X	
Medicated Ointments	X	X	
Pet Shampoos	X	X	
Hand Creams		X	X
Total 29	22	28	17

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[fol. 1670]

GOVERNMENT'S EXHIBIT 1189

Federal Bureau of Investigation

Date September 7, 1960.

Goldblatt Brothers, Incorporated, 333 South State Street, the Drugs, Cosmetics, Toiletry, Notions, Stationery, and Liquor Departments, contained the following types of merchandise that are packaged in two or more of the containers, tin, glass, and plastic.

Product	Tin	Glass	Plastic
Pills and Tablets	x	x	
Sun Tan Lotions	x	x	x
Hair Shampoos		x	x
Skin Preparations (First Aid)		x	x
Foot Sprays	x		x
Dental Creams	x		x
Insecticides	x	x	
Nasal Sprays		x	x
Reducing Aids	x	x	
Eye Drops		x	x
Total 10	6	8	7

Cosmetics

Product	Tin	Glass	Plastic
Hair Sprays	x	x	x
Colognes		x	x
Shaving Creams	x	x	
After Shave Lotions	x	x	
Talcum Powders	x	x	
Deodorants	x	x	x
Skin Conditioners		x	x
Hair Permanent Preparations		x	x
Hair Dyes		x	x
Total 10	5	9	6

On 9/1/60 at Chicago, Illinois.

By SA Alton E. Brambiatt:gmf.

[fol. 1671]

Notions

Product	Tin	Glass	Plastic
Shoe Polish	x	x	
Machine Oil (light)	x		x
Nuts	x	x	
Tobacco	x		x
Olives	x	x	
Soft Drinks	x	x	
Beer	x	x	
Total 7	7	5	2
Total Products	27		
Tin	18		
Glass	22		
Plastic	15		

[fol. 1672]

GOVERNMENT'S EXHIBIT 1190

Federal Bureau of Investigation

Date September 7, 1960.

Houseware Division, Goldblatt Brothers, Incorporated, 333 South State Street, [D]epartment contained the following types of merchandise that are contained in two or more of the following, tin, glass, and plastic containers:

Product	Tin	Glass	Plastic
Furniture waxes	X	X	
Rug Shampoos	X	X	X
Insect Sprays	X	X	
Oven Cleaners	X	X	
Glass waxes	X	X	
Paints	X	X	

On 9/1/60 at Chicago, Illinois.

By SA Alton E. Bramblett:gmf.

[fol. 1673] GOVERNMENT'S EXHIBIT 1191

Federal Bureau of Investigation

Date September 7, 1960.

Food Division, Marshall Field and Company, State and Washington Streets, Chicago, Illinois, the following products which are carried by this store and which are packaged in two or more of the following type containers:

Food	Tin Can	Glass	Plastic
1. Coffee	X	X	
2. Fruit juices	X	X	
3. Boned chicken	X	X	
4. Deviled ham	X	X	
5. Hotseradish	X	X	
6. Olives	X	X	
7. Nuts	X		X
8. Party snacks	X	X	
9. Caviar	X	X	

Most foods in this department are imported and this department in no way attempts to compete with the regular food chain stores.

On 9/1/60 at Chicago, Illinois.

By SA Gino L. Lazzari:jav.

[fol. 1674] & GOVERNMENT'S EXHIBIT 1192

Federal Bureau of Investigation

Date September 7, 1960.

Houseware Department, Marshall Field and Company, State and Washington Streets, Chicago, Illinois,
 the following products which are carried by this store and
 which are packaged in two or more of the following type
 containers:

Housewares	Tin Can	Glass	Plastic
1. Metal polish/wax	X	X	X
2. Furniture polish/wax	X	X	
3. Glass polish/wax	X	X	
4. Cleaning fluids	X	X	
5. Insecticides	X	X	
6. Germicides	X	X	

On 9/1/60 at Chicago, Illinois.
 By SA Gino L. Lazzari/jav.

Federal Bureau of Investigation

Date September 7, 1960.

Cosmetics Department, Marshall Field and Company, State and Washington Streets, Chicago, Illinois,
the following products which are carried by this store and which are packaged in two or more of the following type containers:

Product	Tin Can	Glass	Plastic
1. Cleansing creams		X	X
2. Cologne		X	X
3. Toilet water		X	X
4. Leg make-up		X	X
5. Cleansing pads		X	X
6. Deodorants	X	X	X
7. Body lotions-oils		X	X
8. Sun tan lotion		X	X
9. Shampoo		X	X
10. Hair rinse		X	X

On 9/1/60 at Chicago, Illinois.
By SA Gino L. Lazzari/jav.

[Vol. 1676] . GOVERNMENT'S EXHIBIT 1194

Federal Bureau of Investigation

Date September 7, 1960.

Drugs and Pharmacy Department, Marshall Field and Company, State and Washington Streets, Chicago, Illinois, the following products which are carried by this store and which are packaged in two or more of the following type containers:

Drugs	Tin Can	Glass	Plastic
1. Nasal spray		x	x
2. Skin ointment	x	x	
3. Aspirin	x	x	
4. Anacin	x	x	
5. Eye drops		x	x
6. Artificial sweetener		x	x

Toiletry	Tin Can	Glass	Plastic
1. Shaving cream	x	x	
2. Tooth paste	x		x
3. Hand lotion		x	x
4. Deodorant	x	x	x
5. Shampoo		x	x
6. Baby oil		x	x
7. Skin cleanser		x	x
8. Hair dressing	x	x	x
9. Mouth wash		x	x
10. Sun tan lotion		x	x
11. Hair remover		x	x

On 9/1/60 at Chicago, Illinois.

By SA Gino L. Lazzari/jav.

[fols. 1677-1678] GOVERNMENT'S EXHIBIT 1195

Federal Bureau of Investigation

Date 9/6/60.

*** Cosmetic, Toiletry, and Drug Department, Wieboldt's Department Store, State and Madison Streets, Chicago, Illinois, *** the following products carried by this store which are packaged in two or more of the following types of containers:

Type of Product	Tin Can	Containers Glass	Plastic
Cosmetics			
1. Cleansing cream		X	X
2. Hair rinse		X	X
3. Cologne	X	X	X
4. Leg make-up foundation		X	X
5. Leg make-up		X	X
6. Hand lotion		X	X
7. Body lotions and cream		X	X
8. Eye shadow	X	X	
9. Curl lotion		X	X
10. Hair restorer		X	X
11. Lubricating creams		X	X
Toiletries			
1. Deodorant	X	X	X
2. Foot lotion		X	X
3. Shampoo		X	X
4. Bubble bath		X	X
5. Bath salts	X	X	X
6. Body talc	X		X
7. Sun tan lotion—creams		X	X
8. Men's hair dressing	X	X	
9. Men's shaving cream	X	X	
Drugs			
1. Aspirin	X	X	
2. Anacin	X	X	
3. Eye wash		X	X

On 9/1/60 at Chicago, Illinois.
By SA Gino L. Lazzari/kmd.

[fol. 1679] GOVERNMENT'S EXHIBIT 1196

Federal Bureau of Investigation

Date 9/6/60.

*** Houseware Department, Wieboldt's Department Store, State and Madison Streets, Chicago, Illinois, *** the following products carried by this store which are packaged in two or more of the following types of containers:

Type of Product	Tin Can	Containers Glass	Plastic
Household			
1. Rug shampoo/cleaner	X	X	X
2. Floor wax/polish	X	X	
3. Furniture wax/polish	X	X	
4. Glass wax/polish	X	X	X
5. Metal polish	X	X	
6. Floor cleaner	X	X	X
7. Upholstery cleaner	X	X	
8. Oven Cleaner		X	X
9. Wall and tile cleaner		X	X
10. Rust remover	X	X	X
11. Air Freshener	X	X	X
12. Insecticides	X	X	
13. Household oil	X	X	X
14. Shoe polish	X	X	

On 8/31/60 at Chicago, Illinois.
By SA Gino L. Lazzari/kmd.

[fol. 1680]

GOVERNMENT'S EXHIBIT 1197

Federal Bureau of Investigation

Date September 8, 1960.

*** The Great Atlantic and Pacific Tea Company Food Store, 8647 South Stony Island Avenue, Chicago, Illinois, *** the following products which are packaged in two or more of the following type containers:

Food	Tin	Glass	Plastic
1. Coffee	X	X	
2. Honey	X	X	
3. Peanut butter	X	X	
4. Olives	X	X	
5. Spaghetti	X	X	
6. Boned chicken	X	X	
7. Tamales	X	X	
8. Egg noodles	X	X	
9. Deviled ham	X	X	
10. Fish	X	X	
11. Apple sauce	X	X	
12. Plums	X	X	
13. Cherries	X	X	
14. Raspberries	X	X	
15. Figs	X	X	
16. Fruit cocktail	X	X	
17. Peaches	X	X	
18. Fruit juices	X	X	
19. Beets	X	X	
20. Carrots	X	X	
21. Mushrooms	X	X	
22. Sauerkraut	X	X	
23. Beans	X	X	
24. Bouillon	X	X	
25. Dog food	X	X	
26. Malted milk	X	X	
27. Ice cream topping	X	X	
28. Soft drinks	X	X	
29. Beer	X	X	
30. Baby fruit juices	X	X	
31. Maple syrup	X	X	
32. Cooking oil	X	X	
33. Salad oil	X	X	
34. Olive oil	X	X	
35. Spices	X	X	
	35	35	

On 9/7/60 at Chicago, Illinois.

By SAs Gino L. Lazzari and Frederick F. Stahl/med.

[fol. 1681]

Household

1. Starch	x	x	
2. Shoe Polish	x	x	
3. Air Freshener	x	x	
4. Furniture Polish	x	x	
5. Floor Polish—Wax	x	x	
6. Glass Polish—Wax	x	x	
7. Disinfectant	x	x	x
8. Liquid Detergent	x	x	x
9. Antiseptic	x	x	x
	8	9	3

Toiletry

1. Deodorant		x	x
2. Baby Lotion		x	x
3. Hair Dressing	x	x	
4. Shampoo		x	x
5. Hand Lotion	x	x	x
	1	5	4

[fol. 1682] GOVERNMENT'S EXHIBIT 1198.

Federal Bureau of Investigation

Date September 8, 1960.

*** Kroeger Company, 9718 South Halsted Street, ***
the following products which are packaged in two or more
of the following type containers:

Food	Tin	Glass	Plastic
Coffee	x	x	
Chocolate Malt	x	x	
Malted Milk	x	x	
Ice Cream Topping	x	x	x
Fruit Salad	x	x	
Figs	x	x	
Peaches	x	x	
Cherries	x	x	
Apple Sauce	x	x	
Soft Drinks	x	x	
Beer	x	x	
Beets	x	x	
Asparagus	x	x	
String Beans	x	x	
Sauerkraut	x	x	
Meat	x	x	
Boned Chicken	x	x	
Egg Noodles	x	x	
Beets	x	x	
Gravy	x	x	
Mushrooms	x	x	
Spices	x	x	
Dog Food	x	x	
Honey		x	x
Mustard		x	x
Olive Oil	x	x	
Salad Oil	x	x	
Olives	x	x	
Fruit Juices	x	x	x
Total 29	27	20	4

On 9/7/60 at Chicago, Illinois.

By SAs Gino L. Lazzari and Frederick F. Stahl/med.

[fol. 1683]

Household

1. Furniture Wax	x	x	
2. Floor Wax	x	x	
3. Glass Wax	x	x	
4. Insecticide	2	x	
5. Oven Cleaner		x	x
6. Air Freshener	x	x	
7. Liquid Detergent	x	x	
8. Starch	x	x	
9. Disinfectant	x	x	
10. Germicide	x	x	
11. Shoe Polish	x	x	
	10	11	1

Toiletry

1. Hair Dressing	x	x	
2. Baby Lotion		x	x
3. Skin Lotion		x	x
4. Deodorant	x	x	x
5. Shampoo		x	x
6. Tooth Paste	x		x
	3	5	5

[fol. 1684] GOVERNMENT'S EXHIBIT 1199

Federal Bureau of Investigation

Date September 8, 1960.

*** High-Low Foods, Incorporated, 76th and South Stony Island Avenue, *** the following products which are packaged in two or more of the following described containers:

Food	Tin	Glass	Plastic
1. Cherries	X	X	
2. Peaches	X	X	
3. Fruit Salad	X	X	
4. Apple Sauce	X	X	
5. Beets	X	X	
6. Cabbage	X	X	
7. Fruit Juices	X	X	
8. Beer	X	X	
9. Soft drinks	X	X	
10. Dog Food	X	X	
11. Spaghetti	X	X	
12. Anchovy	X	X	
13. Olives	X	X	
14. Baby fruit juices	X	X	
15. Olive Oil	X	X	
16. Salad Oil	X	X	
17. Beans	X	X	
18. Spices	X	X	
19. Honey	X	X	
20. Coffee	X	X	
21. Ice Cream Topping	X	X	
22. Fish	X	X	
	22	22	
Household			
1. Floor Wax	X	X	
2. Furniture Wax	X	X	
3. Glass Wax	X	X	
4. Spot Remover	X	X	
5. Air Freshener	X	X	
6. Disinfectant	X	X	

On 9/7/60 at Chicago, Illinois.

By SAs Gino L. Lazzari and Frederick F. Stahl/med.

[fol. 1685]

7. Shoe Polish	x	x	
8. Liquid Detergent	x	x	x
9. Insecticide	x	x	
10. Oven Cleaner	x	x	
	10	10	1
Toiletry			
1. Hair Dressing	x	x	x
2. Shampoo		x	x
3. Shaving Creme	x	x	
4. Deodorant	x	x	
	3	4	2

[fol. 1686] GOVERNMENT'S EXHIBIT 1200
Federal Bureau of Investigation

Date 9/7/60.

Mr. Lloyd, Manager, Jewel Tea Company Store, located 12730 South Halsted, Chicago, Illinois, *** was agreeable for the agents to tour the store and obtain a list of products packaged in two or more containers made of tin, glass or plastic. Mr. Lloyd refused to furnish his name other than what appeared on an identification tag pinned on his shirt. The listed products are as follows:

Products	Tin	Glass	Plastic
Apple Sauce	x	x	
Cranberry Sauce	x	x	
Fruit Cocktail	x	x	
Cherries	x	x	
Plums	x	x	
Peaches	x	x	
Juices	x	x	
Carrots	x	x	
Beets	x	x	
Cabbage	x	x	
Mushrooms	x	x	
Boned Chicken	x	x	
Sausages	x	x	
Spaghetti Sauce	x	x	
Baked Beans	x	x	
Coffee	x	x	
Chocolate Syrup	x	x	
Spices	x	x	
Cooking Oil	x	x	
Olives	x	x	
Baby Food	x	x	
Liquid Detergents	x	x	x
Antiseptics		x	x
Shampoo		x	x

On 9/6/60 at Chicago, Illinois.

By SAs Gino L. Lazzari and Frederick F. Stahl/Jem.

[fol. 1687]

Products	Tin	Glass	Plastic
Deodorant		x	x
Hair Dressing	x	x	
Car Waxes	x	x	
Air Cleaner	x	x	x
Starch	x	x	
Furniture Wax	x	x	
Glass Wax	x	x	
Floor Wax	x	x	
Fabric Cleaner	x	x	
Beer	x	x	
Soft Drinks	x	x	
Total 35	32	35	5

[fol. 1688]

GOVERNMENT'S EXHIBIT 1201

Federal Bureau of Investigation

Date 9/7/60.

Ray Deerey, Manager, National Tea Company Store, located at 12808 South Halsted, Chicago, Illinois, *** accompanied SAs Gino L. Lazzari and Frederick F. Stahl on a tour of the store at which time the following list of products which are packaged in two or more containers made of tin, glass or plastic was prepared:

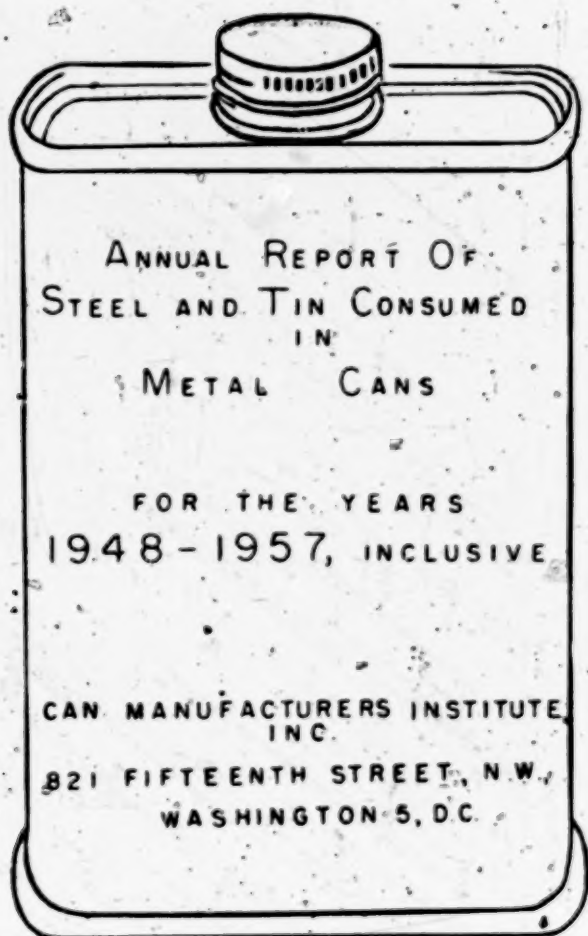
Products	Tin	Glass	Plastic
Apple Sauce	x	x	
Cherries	x	x	
Pears	x	x	
Juices	x	x	
Honey		x	x
Spices	x	x	
Mustard	x	x	
Olives	x	x	
Dog Food	x	x	
Ham Spread	x	x	
Boned Chicken	x	x	
Baked Beans	x	x	
Mushrooms	x	x	
Potato Salad	x	x	
Carrots	x	x	
Beets	x	x	
Soft Drinks	x	x	
Bouillon Cubes	x	x	
Beer	x	x	
Cooking Oil	x	x	
Olive Oil	x	x	
Sauerkraut	x	x	
Floor Waxes	x	x	
Auto Waxes	x	x	x
Shoe Polish	x	x	
Air Freshener	x	x	
Glass Cleaner	x	x	
Liquid Detergent	x		x

On 9/6/60 at Chicago, Illinois.

By SAs Gino L. Lazzari and Frederick F. Stahl/Jem.

[fol. 1689]

Products	Tin	Glass	Plastic
Aerosol	x	x	
Deodorant		x	x
Sun Tanning Lotion		x	x
Hair Dressing		x	x
Shampoo		x	x
Pills	x	x	
Total 3rd	20	33	8





CAN MANUFACTURERS INSTITUTE, INC.

821 1547 ST. N. W. WASHINGTON 5, D. C.

P R E F A C E

More than forty billion cans were produced in 1957. Compared with 1956, the biggest year in can making, there was a drop of almost 4%. Compared with 1955, however, there was an increase of nearly 3%.

Due to unfavorable weather that sharply cut canning crops, fruit & vegetable cans, which require nearly one third of all the steel consumed, decreased 8.4% from the 1956 tonnage figure. Some classifications showed an increase over 1956; these were Beer, Soft drink, Coffee, Pet food, and Fish and seafood.

The Geographical area in which the greatest number of cans were produced, is the East North Central, followed by Pacific and Hawaii. Each of these districts used more than a million tons of steel last year, and together they produced slightly more than one half of all the cans made.

The amount of tin used is estimated. The figures shown, however, are believed to be as nearly correct as any that could be obtained.

CAN MANUFACTURERS INSTITUTE, INC.

May, 1958

(1)

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1957 CONSUMPTION OF STEEL
IN METAL CANS.

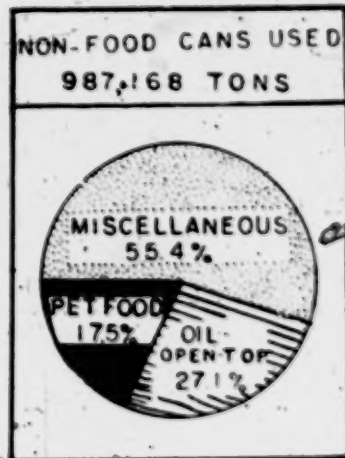
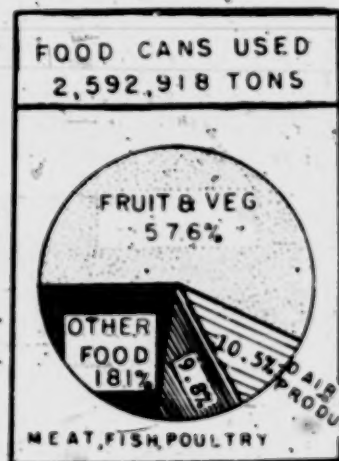
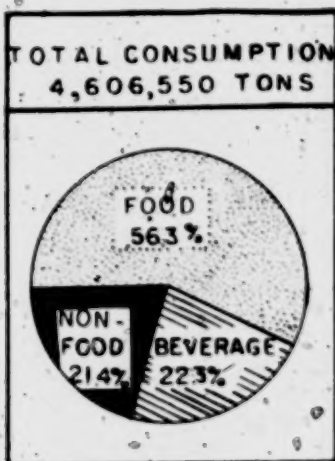
3185

<u>Commodity</u>	<u>Short Tons</u>	<u>% of Total</u>
1. Fruit and vegetable .. (Including juice)	1,494,372	32.4%
2. Beer	791,507	17.2%
3. Miscellaneous Non-foods	546,430	11.9%
4. Miscellaneous Foods .. (Incl. Soup & Baby food)	467,710	10.2%
5. Oil, open top (1 quart and 5 quart)	267,421	5.8%
6. Evaporated & Condensed Milk	228,627	5.0%
7. Coffee	201,214	4.4%
8. Pet food	173,317	3.8%
9. Meat (Incl. poultry) .	140,409	3.0%
10. Fish and Seafood	114,560	2.5%
11. Lard & Shortening	103,599	2.2%
12. Other dairy products .	43,641	.9%
13. Soft drink	<u>33,743</u>	<u>.7%</u>
Total	4,606,550	100.0%

[fol. 1694]

3186

STEEL IN METAL CANS 1957



[168,1695]

BASE BOXES OF PLATE CONSUMED IN 1957 (Estimated)*

3187

Commodity	Conversion Factor	Base Boxes of Plate	% Of Total
1. Fruit and vegetable ... (Including juice)	21.4	31,979,561	31.8%
2. Beer	20.6	16,305,844	16.2%
3. Miscellaneous Non-foods	21.2	11,584,316	11.5%
4. Miscellaneous Foods .. (Incl. Soup & Baby food)	23.0	10,757,330	10.7%
5. Oil, open top (1 quart and 5 quart)	23.3	6,230,909	6.2%
6. Evaporated & Condensed Milk	25.0	5,715,675	5.7%
7. Coffee	21.3	4,285,858	4.3%
8. Pet food	24.0	4,159,808	4.2%
9. Meat (Incl. poultry) ..	21.7	3,046,875	3.0%
10. Fish and Seafood	23.0	2,634,880	2.6%
11. Lard & Shortening	21.7	2,248,098	2.2%
12. Other dairy products ..	20.4	890,276	.9%
13. Soft drink	22.1	745,720	.7%
Total		100,584,150	100.0%

* Number of base boxes obtained from tons of steel and conversion factors given by Bureau of the Census, as shown above.

[fol. 1696]

3188

STEEL CONSUMPTION IN 1957

COMPARED WITH 1956

DECREASED

<u>Commodity</u>	<u>Tons of Steel</u>	<u>% of 1956</u>
Fruit and vegetable	136,453	8.4%
Oil, open-top (1 qt. & 5 qt.)	23,505	8.1%
Evaporated & Condensed Milk	17,348	7.1%
Miscellaneous foods	13,878	2.9%
Meat and Poultry	10,970	7.2%
Other dairy products	9,483	17.8%
Lard & Shortening	6,786	6.2%
Miscellaneous Non-foods ..	930	.7%

INCREASED

Beer	24,188	3.2%
Soft drink	5,314	18.7%
Pet food	5,231	3.1%
Coffee	3,471	1.8%
Fish and Seafood	2,028	1.8%

Total of All Commodities

Decreased 179,121 Tons 3.7%

STEEL CONSUMPTION COMPARED
WITH PRECEDING YEAR

3189



1957 QUARTERLY SHIPMENTS OF METAL CANS

FRUIT AND VEGETABLE:

1st Quarter	202,340	Tons of Steel	13.5%
2nd "	358,394	" " "	24.0%
3rd "	663,200	" " "	44.4%
4th "	270,438	" " "	18.1%
Total	1,494,372	" " "	100.0%

EVAPORATED & CONDENSED MILK:

1st Quarter	55,440	" " "	24.2%
2nd "	74,063	" " "	32.4%
3rd "	56,590	" " "	24.8%
4th "	42,534	" " "	18.6%
Total	228,627	" " "	100.0%

OTHER DAIRY PRODUCTS:

1st Quarter	10,973	" " "	25.1%
2nd "	12,176	" " "	27.9%
3rd "	10,374	" " "	23.8%
4th "	10,118	" " "	23.2%
Total	43,641	" " "	100.0%

MEAT (Incl. Poultry):

1st Quarter	37,310	" " "	26.6%
2nd "	33,677	" " "	24.0%
3rd "	31,613	" " "	22.5%
4th "	37,809	" " "	26.9%
Total	140,409	" " "	100.0%

FISH AND SEAFOOD:

1st Quarter	20,882	" " "	18.2%
2nd "	41,245	" " "	36.0%
3rd "	32,761	" " "	28.6%
4th "	19,672	" " "	17.2%
Total	114,560	" " "	100.0%

COFFEE:

1st Quarter	54,121	" " "	26.9%
2nd "	47,651	" " "	23.6%
3rd "	45,635	" " "	22.8%
4th "	53,807	" " "	26.7%
Total	201,214	" " "	100.0%

LARD AND SHORTENING:

1st Quarter	23,975	" " "	23.2%
2nd "	23,421	" " "	22.6%
3rd "	26,974	" " "	26.0%
4th "	29,229	" " "	28.2%
Total	103,599	" " "	100.0%

[col 1000]

1957 QUARTERLY SHIPMENTS OF METAL CANS

3191

BEER:

1st Quarter	154,152	Tons of Steel	19.5%
2nd "	237,599	" " "	30.0%
3rd "	242,315	" " "	30.6%
4th "	157,441	" " "	19.9%
Total	791,507	" " "	100.0%

PET FOOD:

1st Quarter	43,704	" " "	25.2%
2nd "	40,175	" " "	23.2%
3rd "	44,530	" " "	25.7%
4th "	44,908	" " "	25.9%
Total	173,317	" " "	100.0%

OIL, OPEN TOP (1 Qt. & 5 Qt.):

1st Quarter	66,773	" " "	25.0%
2nd "	68,561	" " "	25.7%
3rd "	72,618	" " "	27.1%
4th "	59,469	" " "	22.2%
Total	267,421	" " "	100.0%

SOFT DRINK:

1st Quarter	5,501	" " "	16.3%
2nd "	12,255	" " "	36.3%
3rd "	11,873	" " "	35.2%
4th "	4,114	" " "	12.2%
Total	33,743	" " "	100.0%

ALL OTHER FOOD:

1st Quarter	113,817	" " "	24.3%
2nd "	115,040	" " "	24.6%
3rd "	108,094	" " "	23.1%
4th "	130,759	" " "	28.0%
Total	467,710	" " "	100.0%

ALL OTHER NONFOOD:

1st Quarter	130,134	" " "	23.8%
2nd "	143,825	" " "	26.3%
3rd "	148,548	" " "	27.2%
4th "	123,923	" " "	22.7%
Total	546,430	" " "	100.0%

TOTAL SHIPMENTS:

1st Quarter	919,122	" " "	19.9%
2nd "	1,208,083	" " "	26.2%
3rd "	1,495,125	" " "	32.5%
4th "	984,221	" " "	21.4%
Total	4,606,550	" " "	100.0%

1957 QUARTERLY SHIPMENTS OF METAL CANSSteelFOOD

1st Qtr.	17.9%	464,737 Tons
2nd "	25.4%	658,016 "
3rd "	35.8%	929,606 "
4th "	20.9%	540,559 "

BEVERAGES

1st Qtr.	20.8%	213,774 Tons
2nd "	29.0%	297,505 "
3rd "	29.2%	299,823 "
4th "	21.0%	215,362 "

NONFOOD

1st Qtr.	24.4%	240,611 Tons
2nd "	25.6%	252,561 "
3rd "	26.9%	265,696 "
4th "	23.1%	228,300 "

ALL SHIPMENTS

1st Qtr.	19.9%	919,122 Tons
2nd "	26.2%	1,208,082 "
3rd "	32.5%	1,495,125 "
4th "	21.4%	984,221 "

[fol. 1701]

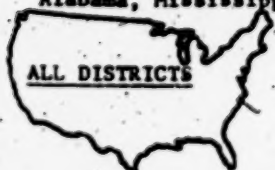
1957 CONSUMPTION OF STEEL

3193

<u>District</u>	<u>Tons of Steel Consumed</u>	<u>% of Total</u>	<u>Compared with 1956</u>
<u>EAST NORTH CENTRAL:</u> Ohio, Indiana, Illinois, Michigan, Wisconsin	1,275,694	27.7%	3.6% Decr.
<u>PACIFIC & HAWAII:</u> Washington, Oregon, California, Haw. Isl.	1,080,329	23.5%	6.6% "
<u>MIDDLE ATLANTIC:</u> New York, New Jersey, Pennsylvania	891,210	19.4%	1.7% "
<u>SOUTH ATLANTIC:</u> Del., Md., Va., W. Va., N. Car., S. Car., Ga., Fla., D.C.	525,783	11.4%	5.2% "
<u>WEST NORTH CENTRAL:</u> Minn., Mo., Iowa, N. Dak., S. Dak., Nebr., Kansas	359,976	7.8%	1.3% "
<u>WEST SOUTH CENTRAL:</u> Arkansas, Louisiana, Oklahoma, Texas	306,859	6.7%	.8% Incr.
<u>NEW ENGLAND:</u> Me., Mass., Vt., N.H., R.I., Conn.	65,582	1.4%	.1% Decr.
<u>MOUNTAIN:</u> Mont., Idaho, Wyo., Colo., N.M., Ariz., Utah, Nevada	56,148	1.2%	.8% Incr.
<u>EAST SOUTH CENTRAL:</u> Kentucky, Tennessee, Alabama, Mississippi	44,969	.9%	14.9% Decr.

ALL DISTRICTS

2,606,550 100.0% 3.7% Decr.



NUMBER OF #2 CANS WHICH MIGHT
HAVE BEEN PRODUCED
FROM THE AMOUNT OF STEEL CONSUMED

<u>Commodities</u>	<u>Year 1957</u>	<u>Year 1956</u>
ALL CLASSIFICATIONS	40,261,246,000	41,826,721,000
<u>FOOD:</u>		
Fruit and Vegetable	13,060,811,000	14,253,411,000
Evap. & Condensed Milk	1,998,200,000	2,149,822,000
Other Dairy Products	381,422,000	464,304,000
Meat (Incl. Poultry)	1,227,175,000	1,323,052,000
Fish and Seafood	1,001,254,000	983,530,000
Lard and Shortening	905,455,000	963,838,000
All other food	4,087,785,000	4,209,805,000
(Incl. Soup & Baby Food)		
Total Food	22,662,102,000	24,347,762,000
<u>BEVERAGE:</u>		
Coffee	1,758,610,000	1,728,431,000
Beer	6,917,771,000	6,706,368,000
Soft drink	294,914,000	248,469,000
Total Beverage	8,971,295,000	8,683,268,000
<u>PET FOOD</u>	1,514,791,000	1,469,072,000
<u>NONFOOD:</u>		
Oil- open top (1 & 5 Qt.)	2,337,260,000	2,542,693,000
All other nonfood	4,725,798,000	4,783,926,000
Total Nonfood	7,113,058,000	7,326,619,000

Above estimates based upon the use of 88# plate.

**ACTUAL NUMBER OF CANS WHICH MIGHT
HAVE BEEN PRODUCED
FROM THE AMOUNT OF STEEL CONSUMED**



<u>Commodities</u>	<u>Year 1957</u>	<u>Year 1956</u>
ALL CLASSIFICATIONS	41,991,115,000	43,539,368,000
FOOD:		
Fruit and Vegetable	13,970,971,000	15,245,898,000
Evap. & Condensed Milk	3,181,207,000	3,422,583,000
Other Dairy Products	148,669,000	180,974,000
Meat (Incl. Poultry)	1,364,232,000	1,470,815,000
Fish and Seafood	1,421,187,000	1,396,175,000
Lard and Shortening	289,148,000	307,708,000
All other food	4,560,896,000	4,697,014,000
(Incl. Soup & Baby Food)		
Total Food	24,936,310,000	26,721,167,000
BEVERAGE:		
Coffee	904,438,000	888,887,000
Beer	8,042,342,000	7,796,647,000
Soft drink	376,816,000	317,570,000
Total Beverage	9,323,596,000	9,003,104,000
PET FOOD	1,969,604,000	1,910,187,000
NONFOOD:		
Oil-open top (1 & 5 Qt.)	1,548,360,000	1,684,395,000
All other nonfood	4,213,245,000	4,220,515,000
Total Nonfood	5,761,605,000	5,904,910,000

Above estimates based upon different conversion factors
for each commodity group.

3196

**SHIPMENTS OF METAL CANS
IN TERMS OF SHORT TONS OF STEEL**

<u>Product</u>	<u>1957</u>	<u>1956</u>	<u>1955</u>	<u>1954</u>
TOTAL SHIPMENTS	4,606,550	4,785,666	4,483,999	4,143,329
FOOD				
Fruit & Vegetable (Incl. juice)	1,494,372	1,630,825	1,484,311	1,342,488
Evaporated and Condensed Milk	228,627	245,975	245,520	229,270
Other Dairy Prod.	43,641	53,124	50,731	41,979
Fish and Seafood	114,560	112,532	110,188	109,202
Lard & Shortening	103,599	110,279	118,931	119,718
Meat and Poultry	140,409	151,379	134,525	139,694
Other Food (Incl. Soup & Baby Food)	467,710	481,671	438,798	400,439
Total Food Cans	2,592,918	2,785,785	2,583,008	2,382,790
BEVERAGES				
Coffee	201,214	197,761	187,783	178,460
Beer	791,507	767,319	724,166	646,518
Soft Drink	33,743	28,429	30,810	43,874
Total Beverage Cans	1,026,464	993,509	942,759	868,852
NONFOOD				
Oil, open top (1 qt. & 5 qt.)	267,421	290,926	290,887	273,388
Pet Food	173,317	168,086	145,242	131,204
Other Nonfood	546,430	547,360	522,103	487,095
Total Nonfood Cans	987,168	1,006,372	958,232	891,687

[Vol. 1705]

SHIPMENTS OF METAL CANS

3197

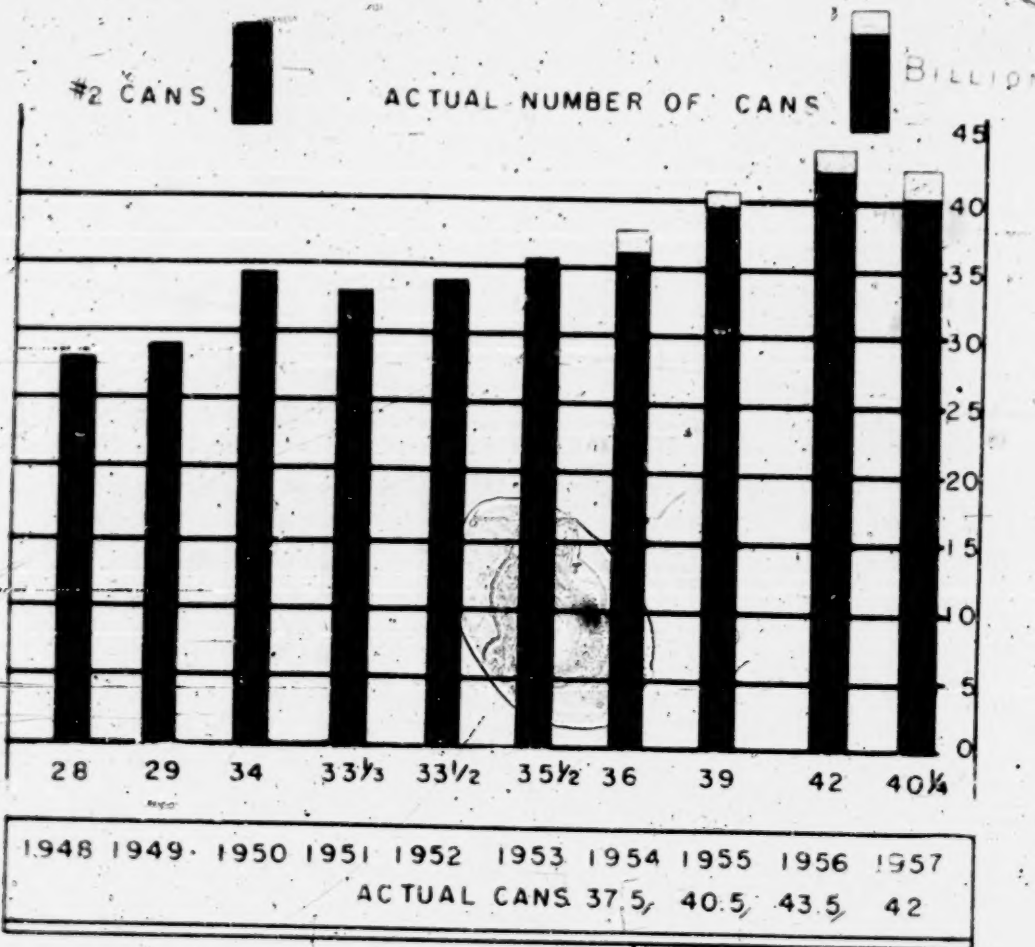
IN TERMS OF SHORT TONS OF STEEL

1953	1952	1951	1950	1949	1948
4,082,254	3,842,170	3,804,551	3,893,384	3,276,918	3,245,145
1,386,095	1,340,177	1,354,463	1,304,703	1,104,743	1,097,906
230,425	255,722	257,434	258,514	248,029	301,175
36,643	32,681	35,747	34,576	34,977	42,862
103,501	107,856	105,704	150,372	113,077	116,397
93,637	93,312	83,491	102,095	86,200	73,771
125,634	Combined	Combined	123,012	109,370	124,241
435,909	544,834	549,272	405,677	393,074	387,131
2,411,844	2,374,582	2,386,111	2,378,949	2,089,470	2,143,483
202,920	180,292	172,480	172,000*	172,000*	174,004
615,702	492,076	431,698	492,049	359,694	281,579
Combined					
818,622	672,368	604,178	664,049	531,694	455,583
256,007	236,280	258,737	254,165	193,869	194,890
122,643	124,106	101,171	116,200	88,202	65,184
473,138	434,834	454,354	480,021	373,683	386,009
851,788	795,220	814,262	850,386	655,754	646,079

Note: *Coffee for 1950 and 1949 estimated

3198

ESTIMATED NUMBER OF CANS WHICH MIGHT HAVE BEEN PRODUCED FROM THE AMOUNT OF STEEL CONSUMED



Based upon the estimated actual number of cans which might have been produced from the amount of steel consumed.

	PER CAPITA		PER HOUSEHOLD
	1957*	1956**	1957*
<u>TOTAL ALL COMMODITIES</u>	<u>246</u>	<u>259</u>	<u>860</u>
FOOD:			
Fruit and Vegetable	82	91	287
Evaporated and Condensed milk	19	20	65
Other Dairy Products	1	1	3
Meat and Poultry	8	9	28
Fish and Seafood	8	8	29
Lard & Shortening	2	2	6
All other food	27	28	93
Total Food	147	159	511
BEVERAGE:			
Coffee	5	5	18
Beer	47	47	165
Soft drink	2	2	8
Total Beverage	54	54	191
PET FOOD	11	11	40
NON-FOOD:			
Oil, open top (1 & 5 qt.)	9	10	32
All other non-food	25	25	86
Total Non-food	34	35	118

Notes

* Based upon an average U.S. population of 171,000,000; and 48,850,000 households.

** Based upon an average U.S. population of 168,000,000.

[Vol. 1708]

CONSUMPTION OF TIN IN THE UNITED STATES BY USES**3200****1952 - 1957 Inclusive**

	For All Uses		Consumed by Can Makers	
	Long Tons	%	Long Tons	Of "All Uses"
1957 (Preliminary)				
Tin & Terne Plate	32,327	39%	22,900	71%
Solder	18,940	23%	1,370	7%
Other uses	31,533	38%		
	<u>82,800</u>	<u>100%</u>	<u>24,270</u>	<u>30%</u>
1956				
Tin & Terne Plate	35,050	39%	25,705	73%
Solder	20,582	23%	1,464	7%
Other uses	34,692	38%		
	<u>90,324</u>	<u>100%</u>	<u>27,169</u>	<u>30%</u>
1955				
Tin & Terne Plate	33,872	37%	24,693	73%
Solder	22,230	25%	1,475	7%
Other uses	34,381	38%		
	<u>90,483</u>	<u>100%</u>	<u>26,168</u>	<u>29%</u>
1954				
Tin & Terne Plate	33,420	40%	24,564	74%
Solder	19,389	24%	1,370	7%
Other uses	30,082	36%		
	<u>82,891</u>	<u>100%</u>	<u>25,934</u>	<u>31%</u>
1953				
Tin & Terne Plate	31,970	37%	22,743	71%
Solder	20,173	24%	1,350	7%
Other uses	33,497	39%		
	<u>85,640</u>	<u>100%</u>	<u>24,093</u>	<u>28%</u>
1952				
Tin & Terne Plate	27,896	36%	21,790	78%
Solder	17,923	23%	1,400	8%
Other uses	32,599	41%		
	<u>78,418</u>	<u>100%</u>	<u>23,190</u>	<u>30%</u>

[Vol. 1709] CONSUMPTION OF TIN IN THE UNITED STATES BY USES

1946 - 1951 Inclusive

	For All Uses		Consumed by Can Makers	
	Long Tons	%	Long Tons	Of "All Uses"
<u>1951</u>				
Tin & Terne Plate	31,289	35%	21,320	68%
Solder	19,810	22%	1,400	7%
Other uses	37,070	43%	5	—
	88,169	100%	22,720	25%
<u>1950</u>				
Tin & Terne Plate	36,332	35%	27,260	75%
Solder	27,460	26%	1,550	6%
Other uses	40,672	39%	—	—
	104,464	100%	28,810	28%
<u>1949</u>				
Tin & Terne Plate	30,243	42%	22,790	75%
Solder	15,356	21%	1,000	7%
Other uses	26,807	37%	—	—
	72,406	100%	23,790	33%
<u>1948</u>				
Tin & Terne Plate	32,175	35%	21,410	67%
Solder	21,125	23%	1,200	6%
Other uses	37,488	42%	—	—
	90,788	100%	22,610	25%
<u>1947</u>				
Tin & Terne Plate	31,481	36%	20,430	65%
Solder	20,080	23%	1,225	6%
Other uses	36,539	41%	—	—
	88,100	100%	21,655	25%
<u>1946</u>				
Tin & Terne Plate	26,573	33%	20,330	77%
Solder	17,116	21%	950	6%
Other uses	37,254	46%	—	—
	80,943	100%	21,280	26%

[601.1710] SHIPMENTS OF PLATE FOR THE MANUFACTURE OF CANS
3202 BY THE TIN PLATE MANUFACTURERS

	<u>TONS OF PLATE</u>			
	<u>1957</u>	<u>1956</u>	<u>1955</u>	<u>1954</u>
<u>TIN & TERNE PLATE:</u>				
Hot dipped	348,882	503,566	581,794	833,622
Electrolytic	<u>3,842,711</u>	<u>3,760,238</u>	<u>3,583,996</u>	<u>2,954,899</u>
Total	4,191,593	4,263,804	4,165,790	3,788,521
<u>BLACK PLATE:</u>	<u>303,843</u>	<u>392,013</u>	<u>397,534</u>	<u>356,159</u>
<u>TOTAL</u>	4,495,436	4,655,817	4,563,324	4,144,680
Can Makers' Consumption	4,606,550	4,785,666	4,483,999	4,143,329

	<u>PERCENTAGES</u>			
<u>TIN & TERNE PLATE:</u>				
Hot dipped	7.8%	10.8%	12.8%	20.1%
Electrolytic	<u>85.5%</u>	<u>80.8%</u>	<u>78.5%</u>	<u>71.3%</u>
Total	93.3%	91.6%	91.3%	91.4%
<u>BLACK PLATE</u>	<u>6.7%</u>	<u>8.4%</u>	<u>8.7%</u>	<u>8.6%</u>
<u>TOTAL</u>	100.0%	100.0%	100.0%	100.0%

Shipments of Plate - from American Iron and Steel Institute
 Can Makers' Consumption - from U.S. Govt., Bureau of the Census

[fol. 1711] SHIPMENTS OF PLATE FOR THE MANUFACTURE OF CANS
BY THE PLATE MANUFACTURERS.

3203

TONS OF PLATE

	1957	1956	1955	1954
SANITARY CANS:				
Hot dipped t.p.	300,762	425,224	499,567	716,080
Electrolytic "	2,070,085	2,069,416	1,978,357	1,530,417
Total	2,370,847	2,494,640	2,477,924	2,246,497
Black Plate	18,994	27,266	29,973	24,729
Total Sanitary	2,389,841	2,521,906	2,507,897	2,271,226
GENERAL LINE:				
Hot dipped t.p.	48,120	78,342	82,227	117,542
Electrolytic "	1,772,626	1,690,822	1,605,639	1,424,482
Total	1,820,746	1,769,164	1,687,866	1,542,024
Black Plate	284,849	364,747	367,561	331,430
Total Gen. Line	2,105,595	2,133,911	2,055,427	1,873,454
TOTAL	4,495,436	4,655,817	4,563,324	4,144,680

PERCENTAGES

SANITARY CANS:				
Hot dipped t.p.	12.7%	17.0%	20.2%	31.9%
Electrolytic	87.3%	83.0%	79.8%	68.1%
	100.0%-99.2%	100.0%-98.9%	100%-98.8%	100%-98.9%
Black Plate	.8%	1.1%	1.2%	1.1%
	100.0%	100.0%	100.0%	100.0%
GENERAL LINE:				
Hot dipped t.p.	2.6%	4.4%	4.9%	7.6%
Electrolytic	97.4%	95.6%	95.1%	92.4%
	100.0%-86.5%	100.0%-82.9%	100%-82.1%	100%-82.3%
Black Plate	13.5%	17.1%	17.9%	17.7%
	100.0%	100.0%	100.0%	100.0%
SANITARY CANS				
	53.2%	54.2%	55.0%	54.8%
GENERAL LINE CANS				
	46.8%	45.8%	45.0%	45.2%

Definition of a Metal Can

A single-walled container constructed wholly of tin plate,terne plate, blackplate or waste plate designed for packing products.

This definition does not include the cream cans, fluid milk shipping containers or steel pails, defined as single-walled shipping containers having capacities of 1-12 gallons inclusive, that are cylindrically constructed of steel sheet of 29 gauge and heavier.

Coverage

All commercial and captive plants known to be producing metal cans.

Statistics were compiled from reports submitted by the manufacturers to the Bureau of the Census. Data are reported in terms of base boxes of steel consumed, and these base boxes are converted into short tons of steel by the Bureau of the Census, on the basis of conversion factors shown on page 3.

Sources

U.S. Government - Bureau of the Census. "Facts for Industry"

U.S. Government - Bureau of Mines. "Mineral Industry Survey"

American Iron and Steel Institute. Shipments of plate to container manufacturers.

By

CAN MANUFACTURERS INSTITUTE, INC.

Albion L. Rowland, Statistician

[fol. 1713] GOVERNMENT'S EXHIBIT 1205

Explanation for Filling Out GCMI Reporting Form 4-54

1. Classification by Product Groupings

It is desirable to have as accurate a classification by end use as is feasible. The attached schedule (revised 1/30/53), "Glass Container Industry Product Groups", gives a general definition of the product end use groupings. Also, a partial list of specimen products under the various groupings is given as a guide.

2. Differentiation between Narrow Neck and Wide Mouth Containers

The attached schedule, "Designation of Wide Mouth and Narrow Neck Containers", previously issued 11/2/50, should be used as a basis for distinguishing between these two types of containers. The differentiation is based upon the relationship of size of finish to the capacity, and the basic formula has long been used in the industry. Included in the table are examples of containers classified according to the formula.

The table is not applicable to dairy products containers which should continue to be designated as Wide Mouth, as heretofore.

3. Shipment Column

Where containers are manufactured and shipped to another glass container manufacturer the shipment should be reported the same as shipments to a packer or bottler. If your *Summary of Shipments* for the month includes sales of containers purchased from another glass container manufacturer, the total of such purchases should be deducted in arriving at your Shipments Total. The shipment figure should be a net figure, i.e., less any returns.

4. Export Shipments

All shipments to points outside of the continental United States and District of Columbia should be reported as one total under line 20, "Export Shipments".

5. Production Column

The production figure should reflect all ware packed. In order not to distort the Pounds Packed figure and Calculation of Average Weight Per Gross the normal adjustments due to losses or gains should be handled under the "Finished Stocks on Hand" column, as set forth below.

6. Finished Stocks on Hand Column

This figure should be adjusted to reflect losses due to ware culleted, various overs and unders, etc. The calculated finished stock figure then will differ from the actual figure reported only to the extent of the net adjustments.

12/16/57

[fol. 1714] Glass Container Industry Product Groups
Narrow Neck Containers

1. Foods

This classification applies to all narrow neck bottles for commercial food packers. Specimen products are:

catsup
edible oils:
concentrated beverage syrup
flavoring extracts
fruit juices
syrops
vegetable juices
vinegars

2. Medicinal & Health Supplies

This classification applies to narrow neck containers for products which are primarily intended to improve or maintain the health of human beings or animals. Specimen products are:

Citrate of magnesia
essential oils
extracts for
medicinal purposes
liniments

liquid soaps
 nursing bottles
 oral preparations—hygienic
 peroxide
 pharmaceuticals
 prescription bottles
 proprietary medicines
 veterinary supplies

3. Chemical, Household & Industrial

This classification applies to all narrow neck containers for products not used in connection with human or animal bodies. It includes all containers used for manufactured articles such as soap dispensers, as well as for such products as the following:

ammonias
 bleaches
 bluing
 cements
 cleaning fluids
 disinfectants
 dyes
 embalming fluids
 glues
 individual creamers
 inks
 insecticides
 lubricating oils
 polishes
 protective coatings
 refrigerator water bottles
 waxes

4. Toiletries & Cosmetics

This classification applies to all narrow neck containers for products intended primarily to improve personal appearance or to impart a pleasing odor. Specimen products are:

[fol. 1715] bath salts and oils
 brillianines
 cuticle products

deodorants
hair tonics
lotions
nail polishes
perfumes
powders
toilet waters

5. Beverages * Returnable

This classification applies to all bottles for soft drinks and water, carbonated or not carbonated, designed for multiple-trip use.

6. Beverages * Non-Returnable

This classification applies to all bottles for soft drinks and water, carbonated or non-carbonated, designed for single-trip use.

7. Beer * Returnable

This classification applies to all bottles for alcoholic cereal beverages (beer, ale, porter, etc.) designed for multiple-trip use.

8. Beer * Non-Returnable

This classification applies to all bottles for alcoholic cereal beverages designed for single-trip use.

9. Liquors

This classification applies to all bottles designed for bottling alcoholic beverages except wines and malt beverages. Included are such products as brandies, cordials, gins, rum and distilled spirits.

10. Wines

This classification applies to all bottles designed for bottling all types of wines, whether sparkling or still, and champagnes and vermouths.

Wide Mouth Containers

11. Foods

This classification applies to all wide mouth containers sold to commercial food packers. Specimen products are:

- baby foods
- candies
- coffee
- edible oils
- fish products
- fruits
- jams & jellies
- mayonnaise & salad dressings
- meat products
- mustard
- peanut butter
- pickles & relishes
- preserves
- shortenings
- syrups
- vegetables

Also included under this classification are: home canning jars for fruits and jellies, as well as packers' tumblers.

[fol. 1716] 12. Medicinal & Health Supplies

This classification applies to all wide mouth containers for products which are intended to improve or maintain the health of human beings or animals. Specimen products are:

- capsules
- chemicals
- pharmaceuticals
- prescription ware
- proprietary medicines
- tablets
- veterinary supplies

13. Chemical, Household & Industrial

This classification applies to all containers for products not intended for use in connection with human or animal bodies. It includes all containers used for manufactured articles, such as oil stove reservoirs, as well as such products as the following:

- cements
- embalming fluids
- industrial chemicals
- inks
- pastes
- protective coatings
- polishes
- snuff
- tobacco jars

14. Toiletry & Cosmetics

This classification applies to all wide mouth containers for products intended primarily to improve personal appearance or impart a pleasing odor. Specimen products are:

- bath salts
- brilliantine
- creams (except medicated protective creams)
- pomades
- talcum powders

15. Dairy Products

This classification applies to all containers used by dairies. It includes milk and cream bottles, and it also includes cottage cheese jars, orange and chocolate drinks when not in narrow neck beverage bottles.

16. Total Domestic

17. Export

This classification applies to any of the above shipped to packers and bottlers outside the continental limits of the United States.

[fol: 1717]

Designation of Wide Mouth and
Based Upon Rel

For a given size finish, a container
if its capacity is less than that sho
nated narrow neck if its capacity is

Size of Finish	Cubic Centimeters	Drams
13	.552	.149
15	1.13	.305
18	2.81	.760
20	4.76	1.288
22	7.67	2.074
24	11.85	3.205
28	25.61	6.927
30	36.15	
33	58.23	
35	78.15	
38	117.89	
40	152.37	
43	218.75	
45	274.57	
48	379.15	
51	513.40	
53	622.30	
58	976.69	
60	1157.05	
63	1476.75	
66	1863.41	
70	2500.98	
75	3531.20	
83	5861.58	
89	8309.08	
100	14880.21	
120	37027.50	

Narrow Neck Containers for GCM I Statistical Reports
 Relationship of Size of Finish and Capacity
 designated wide mouth
 a; a container is design-
 greater than that shown.

L. Ozs.	Gallons	Examples		
		GCM I Item No.	Overflow Capacity Fl. Ozs.	N/N or W/M
.019		150-10	3	N/N
.038		56-01	3/4	N/N
.095		80-02	37/64	N/N
.161		80-07	2 1/4	N/N
.259		82-08	1 1/2	N/N
.401		57-25	8	N/N
.866		80-50	16 1/2	N/N
1.223		82-16	5-21/64	N/N
1.969		82-22	7 1/2	N/N
2.642				
3.986		51-85	65 1/2	N/N
5.152		17-11	3 1/2	W/M
7.396		82-62	25 1/2	N/N
9.283		23-17	3 3/4	W/M
12.819		29-16	5	W/M
17.358		10-14	4 1/4	W/M
21.04		23-22	7 1/4	W/M
33.02		22-43	14	W/M
39.12		17-26	8 3/4	W/M
49.93		21-85	58 1/2	N/N
63.00		10-51	16 1/2	W/M
84.56		15-53	17	W/M
19.39	1.93	11-75	32 1/2	W/M
98.18	1.55	26-48	15 1/2	W/M
80.93	2.19	12-96	130 1/2	W/M
03.10	3.93			
51.90	9.78	24-96	130 1/2	W/M
				11/2/50.

3212

[fol. 1718]

GOVERNMENT'S EXHIBIT 1209

Continental Can Company, Inc.

Notice and Proxy Statement for Special Meeting of
Common and Preferred Stockholders To Be Held
October 26, 1956

[fol. 1719] 4. Business of Continental

Continental was incorporated under the laws of the State of New York on January 17, 1913. The principal business of Continental and its subsidiaries is the manufacture and sale of metal cans and other metal containers. Other products include paper containers, fibre drums, kraft linerboard, flexible packaging materials, crown and vacuum caps, plastic products, and can closing machinery. In addition, as described under the heading "Acquisition of Hazel-Atlas Glass Company", Continental has entered the glass container field. In 1955 sales of cans and other metal containers accounted for between two-thirds and three-fourths of the total sales in dollar volume of Continental. With respect to each of the major lines of products manufactured by Continental, there are several other important suppliers of the same or similar products. Thus, in each case Continental must meet vigorous competition in price, quality and service.

Continental is also engaged in the manufacture of special defense products. Sales of these defense products constituted approximately 5% of the gross sales of Continental in 1955. In general, defense contracts of Continental may be terminated for the convenience of the United States Government. The profits on these sales are comparable to profits on sales of other products manufactured by Continental.

The major portion of the business is conducted directly by Continental. Its principal subsidiaries, all of which are wholly-owned, are The Container Company, Continental Can Company of Canada Limited, Continental Can Corporation, Continental-Shellmar Incorporated, Continental [fol. 1720] Shellmar International Company, Inc. and White Cap Company. It also has subsidiaries, wholly or partially owned, in Mexico, Colombia, Venezuela, Panama and Brazil. References herein to the business of "Continental" are to the business as conducted by the enterprise as a whole. Continental operates through the following operating Divisions: Metal, Crown and Cork, Paper Container, Fibre Drum, Paperboard, Shellmar-Bettler, Canadian, Overseas, Equipment Manufacturing and Hazel-Atlas. Each operating division is headed by either a vice president or a general manager, who is responsible for all phases of the operation

of the particular division. Continental also operates through the White Cap Company, a wholly-owned subsidiary which Continental acquired on January 4, 1956.

Metal Division

Continental manufactures and sells a diversified line of cans and other metal containers and operates 40 plants in the United States for this purpose. It is the second largest manufacturer of such containers in the United States.

The greater portion of the metal container sales consists of cans used for the packaging of a wide variety of food products, such as fruits and fruit juices, vegetables, evaporated and condensed milk, meat, fish, coffee, syrup, lard and beer. The remainder of its metal container sales normally consists of cans and containers used for the packaging of other products, such as motor oil, grease, paint, varnish, polish, wax, drugs, cosmetics, detergents and other products.

The principal materials used for the manufacture of metal cans and containers are tin plate, terne plate and black plate, all requirements of which are purchased from nonaffiliated sources.

Most of the output of metal cans and containers is sold directly through Continental's own sales organization to canners and industrial users. Sales are made mainly under standard forms of contracts which are entered into for a one-year period for all or a portion of the customer's requirements. Such contracts establish prices which are adjustable in the event of changes in prime material costs and certain taxes or customs duties without notice, and changes for other reasons, including wage rates, upon notice:

Crown and Cork Division

This division has five plants for the manufacture of crown caps. The Wilmington plant, in addition to manufacturing crown caps, purchases and grinds cork for Continental's requirements, and also manufactures and sells certain cork products such as washers, gaskets, expansion joints, rods and discs. Continental is the second largest producer of crown caps in the United States. This division also manufactures plastic products in two plants.

Paper Container Division

This division has six plants for the manufacture of paper containers used by the food and dairy industries and in the retail food-dispensing fields, and beverage cups used in coin-operated vending machines. Its products include cottage cheese tubs, cold drink cups, hot drink cups and paper plates of various types and sizes. Sales are made both through wholesalers and directly to users.

[fol. 1721] Fibre Drum Division

Continental manufactures various types of fibre drums at six plants. The fibre drums range in size from less than a gallon to 75 gallons, and are principally used for shipping dry products such as chemicals and powdered milk. Continental is the largest producer of fibre drums in the United States. Most sales are made directly to users.

Paperboard Division

Continental operates a paper mill at Hopewell, Virginia, which manufactures kraft linerboard and paper. A considerable part of its production is currently used by Continental's fibre drum plants, the remainder being sold to others. Continental is presently installing a semi-chemical pulp operation in the Hopewell plant which will permit the use of hardwoods available in the area. Continental owns extensive timberlands in Virginia and North Carolina.

Equipment Manufacturing Division

Continental maintains four machine shops which manufacture the greater portion of its can making machinery and which also manufacture can closing machinery which is sold or leased to customers and others.

Shellmar-Betner Division

The Shellmar-Betner Division manufactures and converts flexible packaging materials. It operates eight plants in which it extrudes and laminates polyethylene, and prints and converts into bags and containers various types of films and other materials. This Division offers its customers a great variety of flexible packages and packaging materials including specially designed gravure printed packaging.

White Cap Company

On January 4, 1956, Continental acquired all of the capital stock of the White Cap Company which now operates as a wholly-owned subsidiary. White Cap Company has a modern plant in Chicago, Illinois, and has been highly successful in the manufacture and sale of vacuum type metal closures. Hazel-Atlas Glass Division

This Division has been organized to carry on and develop the business formerly conducted by Hazel-Atlas Glass Company as described under the heading "Acquisition of Hazel-Atlas Glass Company."

Canadian Division

Continental's operations in Canada are operated through its Canadian Division. This division manufactures and sells metal containers and paper containers, including cold drink cups and hot drink cups, and crown caps of various types and sizes. It operates nine plants.

[fol. 1722] Overseas Division

Foreign activities other than Canadian operations and a can and crown closure plant operated in Cuba by the Metal Division are conducted by the Overseas Division. These include licensee service arrangements with 28 firms in 22 countries in the fields of can, crown caps, flexible packaging, paper container and fibre drum manufacture. Flexible packaging converting plants are operated in Mexico and South America.

Miscellaneous

On June 28, 1956 Continental purchased 50% of the outstanding capital stock of Cochran Continental Container Corporation, a Delaware corporation, recently organized to engage in the manufacture and fabrication of aluminum foil containers. Cochran Foil Company of Louisville, Ky. owns the other 50% of such outstanding capital stock.

Continental maintains an extensive servicing force to provide complete canner equipment and can handling services for its customers and others.

Continental maintains sales offices throughout the United States. It carries on research and experimental work in connection with its products and the materials used therein.

as well as with respect to the operations of its customers. Several laboratories are maintained for this purpose, two of which, located in Chicago, Illinois, employ approximately 600 persons, including graduate chemists, bacteriologists, engineers and physicists. In all Continental employs approximately 45,000 persons.

In addition to its foreign operations described above, Continental is a shareholder in many of the leading container manufacturing companies in principal foreign markets throughout the world and regularly receives dividends from these investments.

5. Acquisition of Hazel-Atlas Glass Company

On September 13, 1956 Continental acquired all of the assets, properties, business and good will of Hazel-Atlas Glass Company, a West Virginia corporation (herein called "Hazel-Atlas") in exchange for an aggregate of 999,140 shares of Common Stock of Continental and the assumption by Continental of all of the liabilities of Hazel-Atlas, as provided in a Reorganization Agreement and Plan dated June 29, 1956, between Continental and Hazel-Atlas. Hazel-Atlas thereafter commenced proceedings to dissolve and distribute the Common Stock of Continental received by it in liquidation to its stockholders. The Hazel-Atlas operations are now being conducted as a division of Continental.

The Division manufactures glass containers and glassware, including tumblers, tableware and kitchenware and articles of special design for industrial use. It also manufactures metal closure for glass containers. It operates plants at 13 locations and maintains leased warehouses at six [fol. 1723] locations. Its principal customers are manufacturers and packers of cosmetics, medicinal preparations and food and other products and wholesalers and distributors of glass jars for home canning.

The management of Hazel-Atlas believed it to be the third largest glass container manufacturer in the United States in terms of dollar volume of sales, but the leader in the industry had a sales volume several times that of Hazel-Atlas.

Separate financial statements of Hazel-Atlas are included elsewhere in this proxy statement.

On September 10, 1956 the United States of America filed Civil Action 112-387 against Continental and Hazel-Atlas in

the United States District Court for the Southern District of New York alleging in substance that the acquisition by Continental of Hazel-Atlas would have the effect of lessening competition in violation of Section 7 of the so-called Clayton Antitrust Act. On September 13, 1956 the Court denied the Government's request that a temporary restraining order be issued against the acquisition, and the acquisition was consummated on that date. However, the Civil Action remains pending.

HAZEL-ATLAS GLASS COMPANY

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of
HAZEL-ATLAS GLASS COMPANY:

Notice is hereby given, that a Special Meeting of the Stockholders of Hazel-Atlas Glass Company will be held at the principal office of the Company, 15th and Jacob Streets, Wheeling, West Virginia, at 11 A. M., Eastern Daylight Time, on August 7, 1956, for the following purposes:

- (1) To vote upon a proposal (a) to ratify and approve the Reorganization Agreement and Plan, dated June 29, 1956 (herein called the "Plan"), between the Company and Continental Can Company, Inc., a copy of which (without exhibits) is attached hereto as Exhibit A, and to authorize the conveyance, assignment, transfer and delivery of all assets, properties, business and good will of the Company to Continental Can Company, Inc. in exchange for an aggregate of 999,140 shares of Common Stock of Continental Can Company, Inc., and the assumption by that corporation of all of the liabilities of the Company, all as provided in the Plan; and (b) to authorize any and all action necessary to effectuate said Plan. (Proposal 1)
- (2) If, and only if, Proposal 1 shall be adopted by the necessary vote of stockholders, to vote upon a proposal that, as provided in the Plan, the Company be liquidated and dissolved and that the shares of Common Stock of Continental Can Company, Inc. be distributed to the stockholders of the Company. (Proposal 2)
- (3) To transact such other business as may properly come before the meeting or any adjournments thereof.

In accordance with the provisions of the By-Laws, the Board of Directors has fixed the close of business on July 6, 1956, as the record date for the determination of the holders of Capital Stock entitled to notice of and to vote at said Special Meeting.

Your attention is directed to the accompanying Proxy Statement.

IN VIEW OF THE FACT THAT PROPOSAL 1 AND PROPOSAL 2 ABOVE REQUIRE THE AFFIRMATIVE VOTE OF THE HOLDERS OF AT LEAST SIXTY PER CENT OF THE OUTSTANDING STOCK OF THE COMPANY, STOCKHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING IN PERSON ARE URGED TO COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN THE ENCLOSED STAMPED ENVELOPE.

By order of the Board of Directors.

N. G. Ross, Secretary.

Dated, Wheeling, West Virginia,
July 6, 1956.

HAZEL-ATLAS GLASS COMPANY

SPECIAL MEETING OF STOCKHOLDERS

August 7, 1956

1. PURPOSE OF MEETING

The purpose of the meeting is to vote upon the following proposals:

Proposal 1: To ratify and approve the Reorganization Agreement and Plan, dated June 29, 1956 (herein called the "Plan"), between the Company (herein called "Hazel-Atlas") and Continental Can Company, Inc. (herein called "Continental"), and to authorize the conveyance, assignment, transfer and delivery of all assets, properties, business and good will of Hazel-Atlas to Continental in exchange for an aggregate of 999,140 shares of Common Stock of Continental and the assumption by that corporation of all of the liabilities of Hazel-Atlas, all as provided in the Plan, and to authorize any and all action necessary to effectuate said Plan.

Proposal 2: To authorize the liquidation and dissolution of Hazel-Atlas and the distribution of the shares of Common Stock of Continental to the stockholders of Hazel-Atlas as provided in the Plan.

Proposal 2 will not be considered at the meeting unless Proposal 1 shall be adopted by the necessary vote of stockholders.

Hazel-Atlas has issued and outstanding, 2,172,045 shares of Capital Stock, each of which is entitled to one vote. The affirmative votes of the holders of at least sixty per cent of the issued and outstanding shares of Capital Stock will be required for the approval of both Proposal 1 and Proposal 2. If the holders of at least sixty per cent of the Capital Stock vote in favor of both of the Proposals, such vote will be binding upon all the stockholders of Hazel-Atlas.

The Plan was negotiated by the management of the two corporations in order to make it possible for one enterprise to provide a practically complete packaging service. It will permit the stockholders of Hazel-Atlas to become participants in a more fully integrated business, with anticipated economies in administration, financing, manufacturing and merchandising. The number of shares of Continental to be exchanged for the assets of Hazel-Atlas is equivalent to 46/100th share of Continental for each share of Hazel-Atlas, which was approximately the relative market value of the shares of the common stocks of the two companies at the time of the negotiations. In the negotiations, however, consideration was also given to the capital requirements of Hazel-Atlas in the near future and that these requirements would, in all probability, necessitate lower dividends for the next few years at least. The management believes that the Plan is advantageous to the stockholders of Hazel-Atlas and recommends that it be ratified and approved.

THE MANAGEMENT STRONGLY RECOMMENDS A VOTE IN FAVOR
OF BOTH PROPOSALS

[Col. 1726]

2. SUMMARY OF THE PROPOSALS AND OF THE PLAN

The Plan, which it is proposed to ratify and approve, provides that on the Closing Date specified therein, Hazel-Atlas will convey, transfer, assign and deliver to Continental all the assets, properties, business and good will of Hazel-Atlas, and that in consideration of the conveyance and transfer of such assets and properties Continental will issue and deliver to Hazel-Atlas an aggregate of 999,140 shares of its presently authorized but unissued Common Stock of the par value of \$20 per share, and will assume all of the liabilities and obligations of Hazel-Atlas outstanding on the Closing Date (Proposal 1). Subject to the provisions of the Plan relating thereto, it is anticipated that the Closing Date will be on or about August 8, 1956. Under the Plan, and as part thereof, Hazel-Atlas will dissolve and distribute all the shares of Common Stock of Continental received by it to its stockholders in complete winding up and liquidation of Hazel-Atlas and complete cancellation or redemption of its stock, such distribution to be made promptly after the receipt by Hazel-Atlas of the certificates representing such shares (Proposal 2). The distribution of the shares of Common Stock of Continental to stockholders of Hazel-Atlas will be at the rate of 46/100 of a share of Common Stock of Continental for each share of Capital Stock of Hazel-Atlas. Fractional shares of Common Stock of Continental will not be issued, but in lieu thereof cash adjustments will be made. The presently issued and outstanding shares of Common Stock of Continental are, and the shares to be distributed to Hazel-Atlas stockholders will be, listed on the New York Stock Exchange. The capitalization of Continental is set out in its Balance Sheet at December 31, 1955 (at page 23), to which reference is made.

The assets to be conveyed by Hazel-Atlas to Continental pursuant to the Plan will include all assets and property owned by Hazel-Atlas on the Closing Date. From and after the Closing Date, Continental will assume and agree to pay, perform and discharge all debts, obligations and liabilities of Hazel-Atlas and the expenses and costs incurred in connection with the distribution to the stockholders of Hazel-Atlas of the shares of Continental, and in connection with the dissolution and liquidation of Hazel-Atlas. The only obligations of Hazel-Atlas which will exist after the Closing Date will be its obligations to distribute to its stockholders the shares of Continental received by it under the Plan, and to dissolve.

The Plan contains certain representations and warranties by Hazel-Atlas with respect to its due incorporation and existence, its capital stock, statements of its financial position and of income and accumulated earnings, absence of undisclosed liabilities, title to its assets and properties, patents, insurance policies, contracts, litigation, and other matters. In the Plan, Continental also makes certain representations and warranties, among which are representations with respect to its organization and existence, its capital stock, its balance sheet and other financial statements, and to the effect that the shares of Common Stock of Continental deliverable pursuant to the Plan, when issued and delivered, will be validly issued and outstanding shares of Continental, full paid and non-assessable except to the extent provided in Section 71 of the New York Stock Corporation Law in respect of debts, wages or salaries due and owing to Continental's laborers, servants or employees. The representations and warranties of both Hazel-Atlas and Continental will be terminated and extinguished by the closing under the Plan.

The obligations of both companies under the Plan are subject to certain conditions which are set forth therein.

Both Continental and Hazel-Atlas are subject to court decrees rendered in antitrust proceedings brought by the Department of Justice. The Department of Justice has requested from both companies information relating to their businesses and to the proposed transaction; it has specifically stated, however, that such request did not imply that the transaction would violate the antitrust laws or the existing court decrees. Insofar as the information requested is available to the respective companies, it will be furnished to the Department of Justice.

A copy of the Plan (without exhibits) is attached hereto as Exhibit A, to which reference is made for a complete statement of the terms thereof.

Tax Status

In the opinion of counsel for Hazel-Atlas consummation of the Plan will result in a reorganization within the meaning of the Internal Revenue Code of 1954 and will not result in taxable income to Hazel-Atlas, and the stockholders of Hazel-Atlas who will receive shares of Common Stock of Continental in exchange for their stock in Hazel-Atlas will not have any taxable gain or deductible loss pursuant to such exchange other than such gain or loss as will be recognized to the extent that cash adjustments will be made by reason of the sale of fractional interests in Common Stock of Continental for the account of stockholders of Hazel-Atlas.

3. BUSINESS OF HAZEL-ATLAS

Hazel-Atlas is a manufacturer of glass containers and glassware, including tumblers, tableware and kitchenware and articles of special design for industrial use. It also manufactures metal closures for glass containers. It operates plants at 13 locations and maintains leased warehouses at six locations. Its principal customers are manufacturers and packers of cosmetics, medicinal preparations and food and other products and wholesalers and distributors of glass jars for home canning.

In all of its product lines the business of Hazel-Atlas is subject to keen competition. In terms of dollar volume of sales, its management believes it is the third largest glass container manufacturer in the United States, but the leader in the industry has a sales volume several times that of Hazel-Atlas. In recent years, there has been an increasing use of improved automatic machinery in the industry and a considerable part of Hazel-Atlas's products must be made by such machinery. If it is to maintain its relative position in the industry in the next few years, it must make large capital investments in additional machinery and in plants and other equipment.

4. BUSINESS OF CONTINENTAL

Continental Can Company, Inc. was incorporated under the laws of the State of New York on January 17, 1913. The principal business of Continental and its subsidiaries is the manufacture and sale of metal cans and other metal containers, paper containers, fibre drums, kraft linerboard, flexible packaging materials, crown and vacuum caps, plastic products, and can closing machinery. In 1955 sales of cans and other metal containers accounted for between two-thirds and three-fourths of the total sales in dollar volume of Continental. With respect to each of the major lines of products manufactured by Continental, there are several other important suppliers of the same or similar products. Thus, in each case Continental must meet vigorous competition in price, quality and service.

Continental is also engaged in the manufacture of special defense products. Sales of these defense products constituted approximately 5% of the gross sales of Continental in 1955. In general, defense contracts of Continental may be terminated for the convenience of the United States Government. The profits on these sales compare favorably with the profits on sales of other products manufactured by Continental.

The major portion of the business is conducted directly by Continental. Its principal subsidiaries, all of which are wholly-owned, are The Container Company, Continental Can Company of Canada, Limited, Continental Can Corporation, Continental-Shellmar Incorporated, Continental-Shellmar International Company, Inc. and White Cap Company. It also has subsidiaries, wholly or partially owned, in Mexico, Colombia, Venezuela, Panama and Brazil. References herein to the business of "Continental" are to the business as conducted by the enterprise as a whole. Continental operates through the following operating Divisions: Metal, Crown and Cork, Paper Container, Fibre Drum, Paperboard, Shellmar-Betner, Canadian, Overseas and Equipment Manufacturing. Each operating division is headed by either a vice president or a general manager, who is responsible for all phases of the operation of the particular division. Continental also operates through the White Cap Company, a wholly-owned subsidiary which Continental acquired on January 4, 1956.

Metal Division

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Continental manufactures and sells a diversified line of cans and other metal containers and operates 40 plants in the United States for this purpose. It is the second largest manufacturer of such containers in the United States.

The greater portion of the metal container sales consists of cans used for the packaging of a wide variety of food products, such as fruits and fruit juices, vegetables, evaporated and condensed milk, meat, fish, coffee, syrup, lard and beer. The remainder of its metal container sales normally consists of cans and containers used for the packaging of other products, such as motor oil, grease, paint, varnish, polish, wax, drugs, cosmetics and other products.

The principal materials used for the manufacture of metal cans and containers are tin plate, terne plate and black plate, all requirements of which are purchased from nonaffiliated sources. A number of the materials used by Continental in the manufacture of metal containers are purchased from producers of steel and steel products who are currently subject to an industry-wide strike. Unless the steel strike is of extreme duration, it is not anticipated that it will have a serious effect upon the business and operations of Continental because with respect to all such materials Continental believes it has acquired sufficient reserves.

Most of the output of metal cans and containers is sold directly through Continental's own sales organization to canners and industrial users. Sales are made mainly under standard forms of contracts which are entered into for a one-year period for all or a portion of the customer's requirements. Such contracts establish prices which are adjustable in the event of changes in prime material costs and certain taxes or customs duties without notice, and changes for other reasons, including wage rates, upon notice.

Crown and Cork Division

This division has five plants for the manufacture of crown caps. The Wilmington plant, in addition to manufacturing crown caps, purchases and grinds cork for Continental's requirements, and also manufactures and sells certain cork products such as washers, gaskets, expansion joints, rods and discs. Continental is the second largest producer of crown caps in the United States. This division also manufactures plastic products in two plants.

Paper Container Division

This division has six plants for the manufacture of paper containers used by the food and dairy industries and in the retail food dispensing fields and beverage cups used in coin operated vending machines. Its products include cottage cheese tubs, cold drink cups, hot drink cups and paper plates of various types and sizes. Sales are made both through wholesalers and directly to users.

Fibre Drum Division

Continental manufactures various types of fibre drums at six plants. The fibre drums range in size from less than a gallon to 75 gallons, and are principally used for shipping dry products such as chemicals and powdered milk. Continental is the largest producer of fibre drums in the United States. Most sales are made directly to users.

Paperboard Division

Continental operates a paper mill at Hopewell, Virginia, which manufactures kraft linerboard and paper. A considerable part of its production is currently used by Continental's fibre drum plants, the remainder being sold to others. Continental is presently installing a semi-chemical pulp operation in the Hopewell plant which will permit the use of hardwoods available in the area. Continental owns extensive timberlands in Virginia and North Carolina.

Equipment Manufacturing Division

Continental maintains four machine shops which manufacture the greater portion of its can making machinery and which also manufacture can closing machinery which is sold or leased to customers.

Shellmar-Betner Division

The Shellmar-Betner Division manufactures and converts flexible packaging materials. It operates eight plants in which it extrudes and laminates polyethylene, and prints and converts into bags and containers various types of films and other materials. This Division offers its customers a great variety of flexible packages and packaging materials including specially designed gravure printed packaging.

White Cap Company

On January 4, 1956, Continental acquired all of the capital stock of the White Cap Company which now operates as a wholly-owned subsidiary. White Cap Company has a modern plant in Chicago, Illinois, and it has been highly successful in the manufacture and sale of vacuum type metal closures.

Canadian Division

Continental's operations in Canada are operated through its Canadian Division. This division manufactures and sells metal containers and paper containers, including cold drink cups and hot drink cups, and crown caps of various types and sizes. It operates nine plants.

Miscellaneous

Continental maintains an extensive servicing force to provide complete cannery equipment and can handling services for its customers and others.

Continental maintains sales offices throughout the United States. It carries on research and experimental work in connection with its products and the materials used therein, as well as with respect to the operations of its customers. Several laboratories are maintained for this purpose, two of which, located in Chicago, Illinois, employ approximately 600 persons, including graduate chemists, bacteriologists, engineers and physicists. In all Continental employs approximately 35,000 persons.

In addition to its Canadian business, Continental has other foreign operations. Its Cuban business is operated through the Metal Division. Its other foreign operations include exporting, rendering technical service and advice under agreements with several foreign manufacturers, and manufacturing, principally flexible packaging materials, in Mexico and South America.

3. PLANTS OF CONTINENTAL

The principal plants of Continental and its subsidiaries are listed below. All plants are well maintained and in good operating condition. Except as indicated, all plants are owned by Continental or its subsidiaries.

METAL DIVISION

Auburndale, Fla.
Baltimore, Md. (2) (one leased)
Birmingham, Ala. (leased)
Chicago, Ill. (6)
Cincinnati, O.
Coffeyville, Kan. (leased)
Denver, Col.
Elwood, Ind.
Gary, Ind. (leased)
Harvey, La.
Houston, Tex.
Hurlock, Md.
Los Angeles, Cal.
Malden, Mass.
Mankato, Minn.
Milwaukee, Wis.
Oakland, Cal.

Oil City, Pa.
Omaha, Neb. (leased)
Passaic, N. J.
Paterson, N. J. (leased)
Pittsburg, Cal. (leased)
Pittsburgh, Pa. (leased)
Portland, Ore. (leased)
Sacramento, Cal. (leased)
San Jose, Cal.
Seattle, Wash.
St. Louis, Mo.
Stockton, Cal.
Syracuse, N. Y.
Tampa, Fla.
Terminal Island, Cal. (leased)
Walla Walla, Wash.
Winter Garden, Fla.

Havana, Cuba

FIBRE DRUM DIVISION

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Midland, Mich. (leased)
Pittsburg, Cal.
Reading, Pa. (leased)

St. Louis, Mo.
Tonawanda, N. Y. (leased)
Van Wert, O.

PAPERBOARD DIVISION

Hopewell, Va.

PAPER CONTAINER DIVISION

Chicago, Ill.
Kensington, Conn.
Los Angeles, Cal.

Memphis, Tenn.
Newark, N. J.
Three Rivers, Mich.

CROWN AND CORK DIVISION

Chicago, Ill.
Los Angeles, Cal. (leased)
Milwaukee, Wis.

New Orleans, La. (leased)
Pittsburgh, Pa. (leased)
Santa Ana, Cal. (leased)

Wilmington, Del.

SHELLMAR-BETNER DIVISION

Beaumont, Tex. (leased)
Columbus, Ga.
Devon, Pa.
Mt. Vernon, O.

Newark, O.
Richmond, Va.
South Gate, Cal.
Roosevelt, N. J. (leased)

EQUIPMENT MANUFACTURING DIVISION

Chicago, Ill. (2)

Seattle, Wash.

Syracuse, N. Y.

CANNERY EQUIPMENT AND CAN HANDLING SERVICE

Baltimore, Md.

Hayward, Cal.

Chicago, Ill. (2)

WHITE CAP COMPANY

Chicago, Ill.

CANADIAN DIVISION

Calgary, Alberta
Hamilton, Ont. (2)
Montreal, Que.

New Toronto, Ont. (2)
St. Laurent, Que.
Toronto, Ont.

Vancouver, B.C.

6. DESCRIPTION OF COMMON STOCK OF CONTINENTAL

Continental is authorized by its Certificate of Incorporation, as amended, to issue 150,000 shares of Preferred Stock without par value (herein sometimes called the "Preferred Stock"), 145,650 shares of Second Preferred Stock without par value (herein sometimes called the "Second Preferred Stock" and together with the Preferred Stock herein sometimes collectively called the "Preferred Stocks") and 10,000,000 shares of Common Stock of the par value of \$20 per share. The Preferred Stock and the Second Preferred Stock are issuable in series, and the Board of Directors is authorized to fix, with respect to each series, the number of shares and the designation of such series, the annual dividend rate of the particular series and the date from which dividends shall accumulate, the redemption price for the particular series, the terms of any sinking or similar fund, and conversion or exchange rights, if any. There are authorized and issued 150,000 shares of \$3.75 Cumulative Preferred Stock without par value. 145,650 shares of Second Preferred Stock without par value are authorized but unissued.

Dividend Rights

Subject to the limitations described under the subheading "Limitations on the Payment of Dividends" and subject to the prior rights of the Preferred Stocks to receive cumulative dividends, holders of Common Stock of Continental are entitled to dividends as declared by its Board of Directors. The current quarterly dividend on the Common Stock is 45¢ per share.

Limitation on the Payment of Dividends

Under the terms of the indenture between Continental and J. P. Morgan & Co. Incorporated, Trustee, dated November 1, 1955, which is the most restrictive of the various indentures or other instruments relating to Continental's debt securities, Continental may not expend for the payment of dividends or the purchase, redemption or retirement of its capital stock amounts which would exceed in the aggregate the sum of the following: (a) \$10 million, (b) the net amount of cash received by Continental for the sale or issue of its shares after December 31, 1954, and (c) the consolidated net income of Continental after December 31, 1954 (or minus the consolidated net loss after said date, as the case may be). As of December 31, 1955, after providing for the foregoing test, and after provision for full cumulative dividends on the issued and outstanding \$3.75 Cumulative Preferred Stock without par value to said date, Continental had approximately \$21,400,000 available for dividends on its Common Stock.

Provisions of the Certificate of Incorporation of Continental, as amended, relating to the Preferred Stocks also impose restrictions upon the payment of dividends on the Common Stock. Such provisions are not, however, as restrictive as the restrictions imposed by the indenture above referred to.

None of the restrictions described above applies to dividends payable on the Common Stock in shares of Common Stock.

Voting Rights

Holders of Common Stock have one vote per share and, except as described below or provided by law, have exclusive voting power.

If at any time dividends on the Preferred Stock are in arrears in an amount equal to four quarterly dividends thereon, holders thereof voting as a class, irrespective of series, have the right to elect three Directors to serve in place of three of the Directors theretofore elected or entitled to be elected by the holders of Common Stock. Under similar circumstances, holders of Second Preferred Stock voting as a class, irrespective of series, have the right to elect three such Directors. In each case, such voting power and the terms of office of such Directors shall terminate upon the payment of all dividends in default on the Preferred Stock or the Second Preferred Stock, as the case may be.

The Certificate of Incorporation, as amended, of Continental, restricts the taking of certain corporate action without the prior consent of the holders of at least 66 2/3% in interest of the Preferred Stock and the Second Preferred Stock, respectively, in each case voting as a class, including among other things, the amendment of provisions of the Certificate of Incorporation so as to affect such stocks adversely, the authorization of additional shares of stock ranking prior to or on a parity with the Preferred Stock or the Second Preferred Stock, the sale, lease or conveyance of substantially all of the property of Continental, and, in certain instances, merger into or consolidation with another corporation. The amended Certificate of Incorporation also restricts the taking of corporate action without prior consent of the holders of at least a majority in interest of the Preferred Stock and the Second Preferred Stock, respectively, in each case voting as a class, including, among other things, the creation or issue of any funded debt (except for refunding purposes), the creation of any mortgage, lien or charge upon the assets of Continental (with certain exceptions), the giving of certain guaranties, and, in certain instances, the issuance of stock or funded debt by subsidiaries.

Liquidation Rights

The holders of shares of Preferred Stock of any series are entitled in preference to holders of any class of stock junior thereto, to receive, in the event of involuntary dissolution, liquidation or winding up of Continental, \$100 per share, and, in the event of voluntary liquidation \$110 per share, plus, in each case, an amount equal to unpaid accrued dividends.

The holders of shares of Second Preferred Stock of any series are entitled in preference to holders of any class junior thereto, to receive in the event of involuntary dissolution, liquidation or winding up of Continental, \$100 per share plus accrued dividends, and, in the event of voluntary liquidation an amount equal to the redemption price of such Second Preferred Stock, otherwise than for any sinking or similar fund, on the liquidation date.

Upon any dissolution, liquidation or winding up of Continental, or any proceedings resulting in any distribution of all of its assets to its stockholders, after payment in full to holders of the Preferred Stock and the Second Preferred Stock, of the amounts to which they are entitled, the remaining assets of Continental are to be distributed among the holders of Common Stock, according to their respective interests.

Miscellaneous

The Common Stock has no conversion rights, and there are no redemption or sinking fund provisions applicable thereto. The Common Stock is not liable to assessment or further calls, except to the extent provided by Section 71 of the New York Stock Corporation Law in respect of debts, wages or salaries due and owing to laborers, servants or employees.

The Certificate of Incorporation, as amended, of Continental contains no provision with respect to preemptive rights and, accordingly, the holders of Common Stock are entitled to such preemptive rights as are conferred by the laws of the State of New York. [Section 39 of the New York Stock Corporation Law provides that in the case of the proposed issuance by a corporation of its "equity shares" or of "voting shares" (as therein defined) of any class or any securities convertible into or carrying options to purchase such shares, the holders of equity shares or voting shares shall have the right, if such proposed issuance would adversely affect the unlimited dividend rights and voting rights of such holders, to purchase, at a not less favorable price than such shares are to be offered to others, such shares as nearly as practicable in such number as would, if such preemptive right were exercised, preserve the relative unlimited dividend rights and voting rights of such stockholder. Section 39 also provides that certain shares or securities, such as shares issued to effect a merger or for a consideration other than cash, or shares previously reacquired by the corporation after having been duly issued, shall not be subject to preemptive rights. The Common Stock of Continental constitutes Continental's only equity shares and voting shares as defined in such statute. Holders of Common Stock have no other preemptive rights.]

The by-laws of Hazel Atlas provide for the election of a full board of directors annually, whereas Continental's directors are elected for a three-year term, and it would thus require a minimum of two years to replace a majority of the directors of Continental. At its last annual meeting of its stockholders, however, Continental announced plans to change the method of electing its directors so that all directors would be elected each year. It is anticipated that this change will be begun in 1957 and completed two years later.

7. SUMMARIES OF EARNINGS

Continental

The following summary shows the net sales and net income, the earnings applicable to Common Stock and the earnings per share of Common Stock of Continental and consolidated subsidiaries for the years 1951 to 1955, inclusive. For further details with respect to the three years ended December 31, 1955 reference is made to the financial statements of Continental and the notes thereto included elsewhere in this proxy statement.

For the Year ended December 31	Net Sales and Operating Revenues*	Cost of Goods Sold and Operating Expenses*	Selling and Admini- strative Expenses (1)*	Other Income*	Income Before Income and Excess Profits Taxes*	Provision for Income and Excess Profits Taxes (2)*	Net Income*	Earnings Applicable to Common Stock*	Earnings per share of Common Stock (3)	
1951	\$450,595	\$406,324	\$22,075	\$3,765	\$1,975	\$33,986	\$18,775	\$15,211	\$14,582	\$2.30
1952	476,885	426,943	23,188	3,227	2,213	27,768	13,350	14,388	13,381	2.11
1953	554,437	492,410	30,333	2,857	3,121	31,431	15,750	15,681	14,833	2.14
1954	616,164	541,238	35,205	3,996	2,780	40,937	20,200	20,737	20,115	2.76
1955	666,266	577,341	39,558	1,893	2,988	48,272	24,100	24,172	23,610	3.22
3 Mos. Ended March 31, 1956 (4)	135,766	134,690	10,094	287	752	10,517	5,488	5,029	4,888	.63

* 000 omitted.

(1) Includes provision for doubtful accounts.

(2) Includes provision for excess profits taxes as follows: \$1,975,000 in 1951; \$3,300,000 in respect of subsidiaries in 1952 less a carry-back claim for refund of excess profits taxes in 1952 of \$1,150,000; and \$425,000 in respect of subsidiaries in 1953.

(3) Based on number of shares outstanding at the end of the periods indicated adjusted to reflect the distribution by Continental on February 15, 1956 of one additional share of its Common Stock for each share then outstanding.

(4) Normally because of seasonal variations Continental does its heaviest volume of business in the second and third quarters of each calendar year. In the first quarter of 1956 the volume of business and net income of Continental were substantially above that of the first quarter of the year 1955.

Hazel-Atlas

The following summary shows the net sales and net income and the earnings per share of Capital Stock of Hazel-Atlas for the fiscal years 1951 to 1955 inclusive, and for the 22 weeks ended June 2, 1956. For further details with respect to the three years and 22 weeks ended June 2, 1956, reference is made to the financial statements of Hazel-Atlas and the notes thereto included elsewhere in this proxy statement.

For the Fiscal Year	Net Sales*	Costs and Operating Expenses*	Selling and Admini- strative Expenses*	Income Before Taxes on Income*	Provision for Income and Excess Profits Taxes* (1)	Net Income*	Per Share of Stock
1951	\$69,884	\$57,637	\$5,053	\$7,407	\$4,037	\$3,370	\$1.55
1952	70,911	59,930	5,534	5,664	2,708	2,956	1.36
1953**	79,250	66,825	6,238	6,580	3,468	3,112	1.43
1954	94,174	63,393	6,662	7,431	3,803	3,629	1.67
1955	79,930	66,610	6,630	6,995	3,602	3,393	1.56
22 weeks ended June 2, 1956 (2)	31,496	27,128	3,065	1,390	725	664	.31

* 000 omitted.

** 53 week year.

(1) Includes excess profits tax of \$257,000 in 1951, and a refund of excess profits tax of \$250,000 in 1952.

(2) The volume of business and net income of Hazel-Atlas for the twenty-two weeks ended June 2, 1956 were substantially below that of the equivalent period of the preceding year. In part this is attributable to an extraordinarily heavy volume of purchases by customers of Hazel-Atlas during the period preceding January 1, 1956 at which time a previously announced price rise was put into effect by Hazel-Atlas.

Summary of Combined Earnings

The following summary combines the amounts in the foregoing summaries for the years indicated.

	Net Sales*	Cost of Goods Sold and Operating Expenses*	Selling and Administrative Expenses, etc.*	Income Before Taxes on Income*	Pro- vision for Income Taxes, etc.*	Net Income*	Earnings Applicable to Common Stock*	Earnings per Share of Common Stock (1)	Earnings per 46/100ths Share.
1951	\$530,479	\$463,961	\$25,338	\$41,393	\$22,812	\$18,581	\$17,952	\$2.45	\$1.13
1952	547,796	486,873	27,708	33,432	16,088	17,344	15,337	2.22	1.02
1953	633,687	559,235	36,834	38,011	19,218	18,793	17,945	2.27	1.04
1954	695,338	606,631	40,651	48,368	24,003	24,366	23,744	2.86	1.32
1955	746,186	643,951	47,283	55,267	27,702	27,565	27,003	3.24	1.49

* 000 omitted.

(1) Based on the number of shares outstanding at the end of the periods indicated, adjusted to reflect the distribution by Continental on February 15, 1956 of one additional share of its Common Stock for each share then outstanding, plus 999,140 shares issuable to Hazel-Atlas pursuant to the Plan.

Comparative and Pro Forma Book Values

The aggregate book value attributable to the Capital Stock of Hazel-Atlas as of December 31, 1955 was \$34,973,128 and the per share book value of such stock as of said date was \$16.10.

The aggregate book value attributable to the Common Stock of Continental as of December 31, 1955, was \$218,280,685 and the per share book value of such Common Stock on said date, adjusted to reflect the distribution by Continental on February 15, 1956 of one additional share of its Common Stock for each share then outstanding, was \$29.80.

The pro forma aggregate book value attributable to the Common Stock of Continental as of December 31, 1955 after giving effect to the transactions described in Note 1 to the Pro Forma Balance Sheet of Continental as of said date (at page 18) would be \$267,350,063, and the pro forma per share book value of such Common Stock after giving effect to such transactions would be \$30.58.

With respect to all information contained under this heading reference is made to the financial statements of Continental and Hazel-Atlas and the notes thereto included elsewhere in this proxy statement.

8. RANGE OF SECURITY PRICES

The Capital Stock of Hazel-Atlas and the Common Stock of Continental are listed on the New York Stock Exchange. The high and low sales prices of such stock on such exchange by quarterly periods during the calendar years 1954 and 1955 and for the first quarter of 1956, as reported in *Bank & Quotation Record*, and for the period from April 1, 1956 to June 22, 1956 were:

Year	Hazel-Atlas Stock		Continental Common	
	Low	High	Low*	High*
1954				
First Quarter	18 1/4	20 1/2	27 1/4	31
Second Quarter	18 1/4	20	30 1/4	35 1/4
Third Quarter	19 1/4	21 1/8	34 1/4	38 1/2
Fourth Quarter	20	23 1/2	34	39 1/2
1955				
First Quarter	22	24 1/2	36 1/4	41 1/4
Second Quarter	21 1/4	24 1/2	37 1/2	42 1/2
Third Quarter	21 1/4	24 1/4	36 1/4	40 1/2
Fourth Quarter	20 1/4	22 1/2	36 1/4	44 1/4
1956				
First Quarter	20 1/4	21 1/2	39	44 1/4
April 1 to June 22	19 1/4	22 1/4	42 1/4	50

* All prices up to February 15, 1956 are adjusted to give effect to 100% Stock Distribution on outstanding Common Stock of Continental made on that date.

The table below sets forth the number of shares of Hazel-Atlas Capital Stock beneficially owned as of June 15, 1956 by each Director of Hazel-Atlas, including those Directors who are also officers of Hazel-Atlas. No other active officer owned more than 750 shares of Capital Stock of Hazel-Atlas as of said date.

Directors	Shares of Hazel-Atlas Stock Beneficially Owned As of June 15, 1956
O. P. Decker	1,000
H. W. Gee	3,000
W. W. Holloway	11,425
S. O. Laughlin, Jr.	5,615
H. G. Lewis (1)	500
J. H. McNash (2)	23,400
L. C. Paull	7,700(4)
B. H. Seabright	6,000
K. B. Weaver (3)	1,730

(1) Also Executive Vice-President of Hazel-Atlas.

(2) Also Chairman of the Board and President of Hazel-Atlas.

(3) Also Vice-President—Operations of Hazel-Atlas.

(4) Shares registered in the name of a corporation in which Mr. Paull has a 42% interest.

It is contemplated that the present officers of Hazel-Atlas will become employees of Continental and that their initial salaries as employees of Continental will be substantially the same as their present salaries.

In the event of the consummation of the Reorganization Agreement and Plan, the firm of Goldman, Sachs & Co., 30 Pine Street, New York, N. Y., will be paid a fee by Continental for acting as agents and financial advisers of Continental in connection with the transaction. The amount of this fee is as yet undetermined. Mr. Sidney J. Weinberg, a member of the firm of Goldman, Sachs & Co., is a director of Continental.

10. PROPOSED MERGER OF CONTINENTAL WITH ROBERT GAIR COMPANY, INC.

The Board of Directors of Robert Gair Company, Inc., a Delaware corporation, and the Board of Directors of Continental have approved in principle a merger of the enterprises represented by the two companies and their subsidiaries, subject to satisfactory conclusion of investigations and studies currently in progress on various aspects of the proposed merger. Continental and its subsidiaries manufacture and sell paperboard, folding paperboard cartons, corrugated shipping containers, paper bags and other paperboard and paper products.

The details of the procedure by which the proposed merger of the two enterprises would be effected are among the matters that have not yet been settled, but agreement has been reached as to the major details of the treatment of the several classes of stock of the two companies, as follows:

(1) The holders of the existing Preferred Stock of Gair, of which 238,348 shares are now outstanding, would receive for each share held by them one share of a class of preferred stock of Continental. The Preferred Stock of Gair has a par value of \$100 per share. Each share is entitled to preferred dividends at the rate of \$4.50 per year and is entitled to one vote on matters submitted to stockholders generally. It is convertible until April 1, 1960 into three shares of Common Stock of Gair. It is redeemable on or after April 1, 1957 at \$105 per share plus accrued unpaid dividends. It has a preference in voluntary liquidation of \$105 per share and a preference in involuntary liquidation of \$100 per share, in either case, plus accrued unpaid dividends. The new preferred stock of Continental to be received in exchange

would have substantially the same terms and provisions as Gair's present Preferred Stock, except that (i) the conversion rate would be 24 shares of Common Stock of Continental for each share of its preferred stock; and (ii) the class would be junior to the existing \$3.75 Cumulative Preferred Stock of Continental. On the basis of the number of shares of Preferred Stock of Gair currently outstanding, the new preferred stock would be convertible into an aggregate of approximately 572,035 shares of Common Stock of Continental.

(2) The holders of the existing Common Stock of Gair, of which 2,981,962 shares are now outstanding, would receive for each share held by them eight-tenths of a share of Common Stock of Continental, or an aggregate of approximately 2,385,570 shares of Common Stock of Continental.

(3) The holders of the existing \$3.75 Cumulative Preferred Stock and the Common Stock of Continental would retain their present securities.

Detailed studies of the various financial, organizational and legal aspects of the proposed merger are now under way and, upon their completion, the proposed transaction will be submitted to the stockholders of Continental and Gair.

For the year ended December 31, 1955, the consolidated net sales of Gair and its subsidiaries were approximately \$160,240,000 and their consolidated income for the year, after provision for taxes and minority interests, was approximately \$9,320,000. As at December 31, 1955, the aggregate net worth of Gair, as per its books, was approximately \$75,254,000.

11. OTHER MATTERS

The enclosed proxy is solicited by and on behalf of the management of Hazel-Atlas and the cost of such solicitation will be borne by Hazel-Atlas. In addition to solicitation by mail, some of Hazel-Atlas's officers and regular employees, without extra compensation, may conduct additional solicitation by telephone, telegraph and personal interviews. In addition, Hazel-Atlas has employed Georgeson & Co., 52 Wall Street, New York, N. Y., to assist in the solicitation at an anticipated cost of approximately \$6,000. Hazel-Atlas will also enlist the assistance of banks and brokerage houses in additional solicitation of proxies, particularly from their customers whose stock is not registered in the owners' names.

The management of Hazel-Atlas is not aware of any matter to come before the special meeting other than the consideration of the Reorganization Agreement and Plan and the proposed dissolution of Hazel-Atlas. However, inasmuch as matters of which the management is not now aware may come before the meeting or any adjournment thereof, the proxies confer discretionary authority with respect to acting thereon and the persons named in such proxies intend to vote, act and consent in accordance with their best judgment with respect thereto. Any proxy given pursuant to this solicitation may be revoked by the person executing it at any time before it is exercised. Upon receipt of proxies in the form enclosed and properly signed in time for voting, the shares represented thereby will be voted as indicated thereon and in this proxy statement.

By order of the Board of Directors,

N. G. Ross,
Secretary

Dated, Wheeling, West Virginia,
July 6, 1956.

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In the opinion of management, the financial statements of Hazel-Atlas Glass Company relating to June 2, 1956, and the twenty-two weeks then ended, include all adjustments necessary for a fair presentation of the financial position at June 2, 1956, and the results of operations for the twenty-two-week period then ended. In the preparation of the information included in the Summary of Earnings with respect to Continental Can Company, Inc. for the three months ended March 31, 1956, only normally recurring accruals, in the opinion of that Company, were considered to be necessary for a fair summarization of the results of operations for such period. Such financial statements and information have not been examined by independent certified public accountants and are not covered by the respective accountants' opinions.

[fol. 1739]

**Pro Forma Balance Sheet of Continental Can Company, Inc. and Consolidated
3234 Subsidiaries as of December 31, 1955 Giving Effect to the Transactions
Described in Note 1
(Unaudited)**

ASSETS

CURRENT ASSETS:

Cash on hand and demand deposits		\$ 31,658,019	
U. S. Government securities at current redemption value		6,587,304	
Notes and accounts receivable	\$ 46,463,721		
Less reserves	1,826,892	44,636,829	
Inventories at the lower of cost or market	\$119,052,813		
Less reserve for obsolescence	540,061	118,512,752	
Total current assets			\$201,394,904

INVESTMENTS:

Investments in subsidiary compas. not consolidated:			
Securities (at cost)	\$ 14,747,018		
Indebtedness—out current	884,234	\$ 15,631,252	
Other investments in and advances to associated companies		5,946,196	21,577,448

PROPERTY, PLANT AND EQUIPMENT:

Land	\$ 6,035,943		
Buildings	79,170,720		
Equipment	202,928,232		
Timberlands	7,932,221		
Other	3,741,189		
Construction in progress	12,109,237		
	\$341,917,542		
Less reserves for depreciation and depletion	108,391,133		203,526,409

PREPAID EXPENSES AND DEFERRED ASSETS

Less reserve for deferred accounts receivable	\$ 6,259,867		
	202,500		6,057,367

DEPOSITS WITH MUTUAL INSURANCE COMPANIES

1,341,647

TOTAL

\$433,897,775

The notes to the pro forma balance sheet, on page 18, are an integral part of this pro forma balance sheet.

**Pro Forma Balance Sheet of Continental Can Company, Inc. and Consolidated
Subsidiaries as of December 31, 1955 Giving Effect to the Transactions**

Described in Note 1

(Unaudited)

LIABILITIES

CURRENT LIABILITIES:

Notes payable to banks	\$ 1,900,000	
Accounts payable (trade)	29,214,710	
Accrued liabilities:		
Payrolls	\$ 12,153,163	
Tax accruals	25,005,401	
Interest on long-term debt	466,381	
Other accruals	1,744,768	39,369,713
Other current liabilities:		
Dividends declared	\$ 140,625	
Other	49,784	190,409
Total current liabilities		\$ 70,674,832

LONG-TERM DEBT:

3% sinking fund debentures, due December 1, 1965	\$ 1,496,000	
3¼% debentures, due October 15, 1976	13,850,000	
3¼%—3¾% sinking fund debentures, due November 1, 1995	39,502,000	
3¼% notes payable, due November 1, 1995	25,000,000	79,648,000

OPERATING RESERVES

1,224,880

CAPITAL SHARES:

Authorized:		
150,000 shares \$3.75 cumulative preferred stock without par value		
145,650 shares second preferred stock without par value		
10,000,000 shares common stock \$20 par value		
Issued:		
150,000 shares \$3.75 cumulative preferred stock without par value	\$ 15,000,000	
8,747,946 shares common stock \$20 par value	174,958,920	\$189,958,920

SURPLUS APPROPRIATED FOR COMMON STOCK DISTRIBUTION ON FEBRUARY 15, 1956 (applicable to shares sold after December 31, 1955)

6,440

CAPITAL SURPLUS (including paid-in surplus)

6,408,575

EARNINGS RETAINED IN THE BUSINESS:

Appropriated for excess replacement costs of fixed assets	\$ 9,700,000	
Appropriated for inventory price decline or other contingencies	6,170,000	
Unappropriated	70,237,266	86,107,266
	\$282,481,001	
Less common stock in treasury, at cost—5,130 shares	131,138	282,350,063

TOTAL

\$433,897,775

The notes to the pro forma balance sheet, on page 18, are an integral part of this pro forma balance sheet.

1. The pro forma balance sheet gives effect to the following:

- (a) The acquisition on January 4, 1956 of all of the outstanding capital stock of White Cap Company in exchange for 210,000 additional shares of the Company's common stock.
- (b) The 100% stock distribution on February 15, 1956, except insofar as it affects stock sold to employees subsequent to December 31, 1955.
- (c) The acquisition of the business and assets of Hazel-Atlas Glass Company by Continental Can Company, Inc. in consideration of the issuance of 999,340 shares of common stock of Continental, the assumption by Continental of all of the liabilities of Hazel-Atlas, the merging of the Earnings Retained in the Business and the other adjustments resulting from the Reorganization Agreement and Plan, dated June 29, 1956, all as more fully described elsewhere herein.

In the preparation of the pro forma balance sheet, the excess, namely \$9,122,575, of the par value of the common stock of Continental to be issued over the par value of the capital stock of Hazel-Atlas to be retired has been charged to Capital Surplus.

2. Reference is made to notes to the financial statements of the respective companies included in this proxy statement.

[fol. 1742] Combined Statement of Income for the Year Ended December 31, 1955

of Continental Can Company, Inc. and Consolidated Subsidiaries

and Hazel-Atlas Glass Company

(Unaudited)

GROSS SALES AND OPERATING REVENUES, less discounts, returns and allowances		\$7,618,620.3
COST OF GOODS SOLD AND OPERATING EXPENSES		643,950.953
Gross Operating Profit		\$102,235,250
SELLING AND ADMINISTRATIVE EXPENSES	\$45,901,980	
PROVISION FOR DOUBTFUL ACCOUNTS	197,1	46,189,119
		\$ 56,046,131
OTHER INCOME:		
Dividends on Securities	\$ 534,994	
Interest on Securities:		
Marketable Securities	745	
Other Security Investments	8,268	
Profit on Sales of Securities, Net	145,326	
Profit on Sales of Capital Assets, Net	497,492	
Miscellaneous Other Income:		
Interest Earned	547,152	
Royalties	265,544	
Other, Net	209,609	2,209,130
		\$58,255,261
INCOME DEDUCTIONS:		
Interest on Long-Term Debt	\$ 1,894,931	
Other Interest and Exchange	1,092,985	2,987,916
INCOME BEFORE PROVISION FOR INCOME TAXES		\$ 55,267,345
PROVISION FOR INCOME TAXES:		
Federal Income Taxes	\$25,207,065	
State and Foreign Income Taxes	2,495,229	27,702,294
NET INCOME		\$ 27,565,051

NOTE—This statement does not include the operations of White Cap Company, acquired on January 4, 1956.

CERTIFICATE OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors,
Continental Can Company, Inc.,
New York, N. Y.

We have examined the financial statements listed in the index on page 14 under the caption "Continental Can Company, Inc. and Subsidiary Companies". Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated balance sheet and statements of consolidated income, capital surplus and unappropriated earnings retained in the business present fairly the consolidated financial position of the companies at December 31, 1955 and the consolidated results of their operations for the three years then ended, in conformity with generally accepted accounting principles applied on a consistent basis.

HASKINS & SELLS

67 Broad Street,
New York 4, N. Y.
June 18, 1956 as of
February 17, 1956.

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3240 CONTINENTAL CAN COMPANY, INC. AND SUBSIDIARY COMPANIES

Consolidated Balance Sheet—December 31, 1955

ASSETS AND OTHER DEBITS

CURRENT ASSETS:

Cash on Hand and Demand Deposits		\$ 30,246,181
Notes Receivable (Trade)	\$ 1,795,926	
Accounts Receivable (Trade)	37,599,054	
	<u>\$ 39,394,980</u>	
Less Reserves	1,776,892	37,618,088
Inventories at the lower of cost or market (Note B):		
Raw Materials	\$ 29,624,788	
Work in Process and Finished Goods	69,386,290	
Supplies	12,244,066	
	<u>\$111,255,144</u>	
Less Reserve for Obsolescence	540,061	110,715,083
Total Current Assets		\$178,579,352

INVESTMENTS:

Investments in subsidiary companies not consolidated:		
Securities (at cost)	\$ 650,768	
Indebtedness—not current	884,234	\$ 1,535,002
Other investments in and advances to associated companies	5,946,196	7,481,198

PROPERTY, PLANT AND EQUIPMENT (Note C):

Land	\$ 5,274,010	
Buildings	68,826,749	
Equipment	179,437,692	
Timberlands	7,932,221	
Other	3,741,189	
Construction in progress	11,964,917	
	<u>\$277,176,778</u>	
Less Reserves for Depreciation and Depletion (Note C)	88,164,386	189,012,392

PREPAID EXPENSES AND DEFERRED ASSETS (including intangibles—\$1,571,951)

Less Reserve for Deferred Accounts Receivable	\$ 5,705,012	
	202,500	5,502,512

DEPOSITS WITH MUTUAL INSURANCE COMPANIES

1,341,647

\$381,917,101

The Notes to Financial Statements on pages 26 to 29 are an integral part of this balance sheet.

**CONTINENTAL CAN COMPANY, INC.
AND SUBSIDIARY COMPANIES**

3241

Consolidated Balance Sheet—December 31, 1955

LIABILITIES, CAPITAL SHARES AND SURPLUS

CURRENT LIABILITIES:

Notes Payable to Banks		\$ 1,900,000	
Accounts Payable (Trade)		28,349,744	
Accrued Liabilities:			
Payrolls	\$ 10,909,573		
Tax Accruals	24,373,991		
Interest on Long-Term Debt	466,381		
Other Accruals	1,573,438	37,323,383	
Other Current Liabilities:			
Dividends Declared	\$ 140,625		
Other	49,784	190,409	
Total Current Liabilities			\$ 67,763,536

LONG-TERM DEBT:

3% Sinking Fund Debentures, due December 1, 1965	\$ 1,496,000		
3½% Debentures, due October 15, 1976	13,650,000		
3¼%-3½% Sinking Fund Debentures, due November 1, 1995	39,502,000		
3¼% Notes Payable, due November 1, 1995	25,000,000	79,648,000	

OPERATING RESERVES

1,224,880

CAPITAL SHARES:**Authorized:**

150,000 Shares \$3.75 Cumulative Preferred Stock without par value

145,650 Shares Second Preferred Stock without par value

10,000,000 Shares Common Stock \$20 par value

Issued:150,000 Shares \$3.75 Cumulative Preferred Stock without par value (Note D)

\$ 15,000,000

3,664,403 Shares Common Stock \$20 par value (Notes E and F)

73,288,060

\$ 88,288,060

SURPLUS APPROPRIATED FOR COMMON STOCK DISTRIBUTION ON FEBRUARY 15, 1956 (Note E)

77,494,500

CAPITAL SURPLUS (including paid-in surplus)

5,634,900

EARNINGS RETAINED IN THE BUSINESS:

Appropriated for Excess Replacement Costs of Fixed Assets

\$ 9,740,000

Appropriated for Inventory Price Decline or Other Contingencies

6,170,000

Unappropriated (Note F)

46,124,363

61,994,363

\$233,411,821

Less Common Stock in Treasury, at cost—2,565 shares (Note H)

131,138

233,280,685

CONTINGENT LIABILITIES (Note I)

COMMITMENTS (Note J)

\$381,917,104

The Notes to Financial Statements on pages 26 to 29 are an integral part of this balance sheet.

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CONTINENTAL CAN COMPANY, INC. AND SUBSIDIARY COMPANIES
Statement of Consolidated Income for the Three Years Ended December 31, 1955

[fol. 1747]

	Years Ended			
	December 31, 1955	December 31, 1954	December 31, 1953	
GROSS SALES AND OPERATING REVENUES, less discounts, returns and allowances.....	\$666,266,408	\$616,163,898	\$554,436,982	324.2
COST OF GOODS SOLD AND OPERATING EXPENSES	577,340,947	541,237,674	492,409,643	
Gross Operating Profit	\$ 88,925,461	\$ 74,926,224	\$ 62,027,339	
SELLING AND ADMINISTRATIVE EXPENSES	\$39,361,541	\$35,026,098	\$30,118,432	
PROVISION FOR DOUBTFUL ACCOUNTS	197,130	39,558,671	213,825	30,332,257
	\$ 49,366,790	\$ 39,721,087	\$ 31,695,082	
OTHER INCOME:				
Dividends on Securities	\$ 531,243	\$ 451,744	\$ 429,243	
Interest on Securities:				
Marketable Securities	745	747	480,654	
Other Security Investments	8,268	23,307	16,608	
Profit on Sales of Securities, Net (1)	145,326	284,208	—	
Profit on Sales of Capital Assets, Net	495,745	2,530,119	1,377,532	
Miscellaneous Other Income:				
Interest Earned	346,481	317,513	286,808	
Royalties	265,494	202,084	208,519	
Other, Net	100,042	185,823	57,938	2,857,302
	\$ 51,260,134	\$ 43,716,632	\$ 34,552,304	
INCOME DEDUCTIONS:				
Interest on Long-Term Debt	\$ 1,894,931	\$ 1,840,183	\$ 1,856,167	
Other Interest and Exchange	1,092,985	939,550	1,265,264	3,121,431
	2,987,916	2,779,733	3,121,431	
INCOME BEFORE PROVISION FOR INCOME TAXES..	\$ 48,272,218	\$ 40,936,899	\$ 31,430,953	
PROVISION FOR INCOME AND EXCESS PROFITS TAXES:				
Federal Income Taxes	\$21,671,063	\$17,862,998	\$13,729,229	
Federal Excess Profits Tax (subsidiary companies)	—	—	425,000	
State and Foreign Income Taxes	2,428,935	2,337,002	1,595,771	15,750,000
	24,100,000	20,200,000	15,750,000	
NET INCOME	\$ 24,172,218	\$ 20,736,899	\$ 15,680,953	

(1) Cost of securities sold determined by "identified certificate" method.

The Notes to Financial Statements on pages 26 to 29 are an integral part of this statement.

[fol. 1748] CONTINENTAL CAN COMPANY, INC. AND SUBSIDIARY COMPANIES

**Statements of Consolidated Capital Surplus and Unappropriated Earnings Retained in the Business
For the Three Years Ended December 31, 1955**

	December 31, 1955	December 31, 1954	December 31, 1953
CAPITAL SURPLUS (including paid-in surplus):			
Balance at beginning of year	\$ 36,557,547	\$31,469,355	\$24,449,593
Add:			
Excess of consideration received over the par value of Common Stock sold under the employees stock purchase plans ..	326,900	984,342	694,170
Premium on Common Stock issued in conversion of \$4.25 Cumulative Second Preferred Stock	—	2,068,740	3,564,756
Premium on Common Stock issued in consideration for properties or other assets acquired	—	2,035,110	2,760,836
	<u>326,900</u>	<u>5,088,192</u>	<u>7,019,762</u>
	\$ 36,884,447	\$36,557,547	\$31,469,355
Deduct appropriation for Common Stock distribution on February 15, 1956	31,249,547	—	—
Balance at close of year	<u>\$ 5,634,900</u>	<u>\$36,557,547</u>	<u>\$31,469,355</u>
UNAPPROPRIATED EARNINGS RETAINED IN THE BUSINESS:			
Balance at beginning of year	\$ 79,731,263	\$69,261,930	\$67,398,960
Add Net Income from Statement of Consolidated Income	24,172,218	20,736,899	15,680,953
	<u>\$103,903,481</u>	<u>\$89,998,829</u>	<u>\$83,079,913</u>
Deduct:			
Cash Dividends:			
On \$3.75 Cumulative Preferred Stock	\$ 562,500	\$ 562,500	\$ 562,500
On \$4.25 Cumulative Second Preferred Stock	—	59,383	285,903
On Common Stock (\$3.00 per Share in 1955, \$2.70 in 1954, and \$2.40 in 1953)	10,971,665	9,645,683	8,069,580
	<u>11,534,165</u>	<u>10,267,566</u>	<u>8,917,983</u>
	92,369,316	79,731,263	74,161,930
Appropriation for Common Stock distribution on February 15, 1956	46,244,953	—	—
Appropriation for Excess Replacement Costs of Fixed Assets ..	—	—	4,900,000
Balance at close of year	<u>\$ 46,124,363</u>	<u>\$79,731,263</u>	<u>\$69,261,930</u>

The Notes to Financial Statements on pages 26 to 29 are an integral part of these statements.

NOTE A—PRINCIPLES OF CONSOLIDATION AND GENERAL STATEMENTS

The consolidated balance sheet and statements of consolidated income, capital surplus and unappropriated earnings retained in the business include by consolidation the accounts of the Company and all significant subsidiaries.

The Company's equity in the net assets of its subsidiaries consolidated, as shown by the books of the latter as at December 31, 1955, was \$13,537,622 in excess of the amount at which the investment in such subsidiaries was carried on the Company's books at that date. On consolidation, this amount has been dealt with by including \$13,030,224 in unappropriated earnings retained in the business, \$120,000 in retained earnings appropriated for inventory price decline or other contingencies, \$567,069 in operating reserves, and \$179,671 in deferred assets.

For the purpose of these accounts, fixed assets carried in Canadian currency are converted at exchange rates ruling at the dates of acquisition; other net assets in Canada are taken at the rate of exchange prevailing on December 31, 1955; profit and loss items are converted at appropriate exchange rates ruling during the period. U. S. dollars and Cuban pesos were substantially at parity during the period and for the purpose of these accounts are deemed to have been equivalent.

NOTE B—VALUATION OF INVENTORIES

Inventories are valued at the lower of cost or market. Of the total at December 31, 1955, approximately 29% in value is priced on the basis of "last-in, first-out", and approximately 71% is priced on the basis of standard, average, or actual cost. Raw materials, including materials entering into work in process and finished goods, are priced on the basis of "last-in, first-out", standard cost or average cost. Charges for labor and overhead included in work in process and finished goods are based mainly on standard cost. Machinery and parts manufactured in the companies' machine shops and included in work in process and finished goods or in supplies are charged to inventory accounts at standard cost. Supplies other than machinery and parts referred to above are priced at standard cost, average cost, or last cost.

Opening and closing inventories used in the computation of cost of sales are as follows: December 31, 1952, \$80,147,126; 1953, \$95,561,570; 1954, \$111,369,727; and 1955, \$110,715,083.

NOTE C—PROPERTY, PLANT AND EQUIPMENT

The amount at which property, plant and equipment is stated in the balance sheet does not purport to represent present-day or replacement value.

Unless otherwise indicated, properties acquired have been recorded on the books at cost or estimated cost, the latter generally being determined by appraisal.

The provisions for depreciation of physical property of the Company and its principal domestic subsidiaries other than Continental Can Corporation (operating in Cuba), have been calculated, except as to property which is being amortized over five years as permitted by related necessity certificates, on the depreciated values or unrecovered cost (actual and estimated) of the properties, the rates used being based on the estimated service lives of the various classes of property in conformity with U. S. Treasury Decision #4422. The original service lives are approximately as follows: buildings 27-50 years, building mechanicals 10-25 years, closing machine equipment 30 years, machinery and equipment 10-25 years, miscellaneous equipment 2½-20 years, furniture and fixtures 6-20 years, office mechanical appliances 8-10 years, and automobiles and trucks 3-5 years. In the case of property, plant and equipment located in Canada and Cuba the provisions for depreciation have been calculated at the following rates:

Canada (rates based on depreciated cost):

Buildings	5% and 10%
Automobiles and trucks	30%
Machinery and equipment	20% and 50%

Cuba (rates based on cost):

Buildings	2%
Automobiles and trucks	15%
Machinery and equipment	5%
Furniture	10%

Depletion of timberlands has been provided on a basis so computed as to amortize the cost of such timberlands by the time the estimated timber supplies will become exhausted.

The Company has elected, for Federal income tax purposes only, to depreciate fixed assets acquired after January 1, 1954 on the sum-of-the-years-digits or double declining balance methods, as permitted by the 1954 Internal Revenue Code. This has had the effect of reducing income taxes for the year 1955 by approximately \$750,000 and increasing net income by a like amount. Its effect on 1954 earnings was not significant.

Maintenance and repairs are charged to income. Renewals and betterments are capitalized. With relatively minor exceptions, when fixed assets are retired or otherwise disposed of, the reserve for depreciation is charged with the actual or estimated cost thereof, less sales price, except that, in the case of the disposition of complete units of property or sales of serviceable equipment, the profit or loss is credited or charged to income.

NOTE D—PREFERRED STOCK

The \$3.75 Cumulative Preferred Stock is redeemable at the option of the Board of Directors at any time, in whole or in part, at \$110 per share plus an amount equal to accrued unpaid dividends.

NOTE E—COMMON STOCK

On January 4, 1956, the Company issued 210,000 additional shares of Common Stock in exchange for all of the outstanding capital stock of White Cap Company. The investment in the capital stock of White Cap Company was recorded on the books of the Company at \$14,096,250, of which \$4,200,000 was credited to Common Stock and \$9,896,250 was credited to Capital Surplus.

On February 15, 1956, the Company distributed an additional 3,874,725 shares to the holders of its Common Stock (record date January 10, 1956) in the ratio of one additional share for each share then outstanding. At December 31, 1955, an amount of \$77,494,500 was appropriated for this purpose, obtained partly from Capital Surplus and partly from Unappropriated Earnings Retained in the Business.

The Company plans to issue 999,140 additional shares of common stock in August 1956 in exchange for the net assets of Hazel-Atlas Glass Company, as more fully explained elsewhere in this proxy statement.

NOTE F—SURPLUS RESTRICTIONS

The Company's Certificate of Incorporation, the 3½% Promissory Notes due November 1, 1995, and the various indentures relating to the Company's debentures limit the amount which may be expended for the payment of dividends and the purchase, redemption, or retirement of the Company's capital stock. At December 31, 1955, under the terms of the most restrictive of these documents, the Company could not apply more than approximately \$21,400,000 to such purposes.

NOTE G—PENSION AND GROUP INSURANCE PLANS

There are presently in force two non-contributory pension plans and a supplemental contributory salaried pension plan, which became effective as of June 1, 1950. In general, the non-contributory plans provide monthly payments upon retirement at or after age 65, or upon earlier incapacity, after fifteen years service. For hourly employees the pension is based upon \$2.50 per month for each year of service and is in addition to Social Security benefits. For salaried employees the amount of pension depends upon length of service and rate of compensation during the last ten years of employment, subject to allowance for certain Social Security benefits and provisions for minimum monthly pensions. The supplemental contributory salaried pension plan provides additional pensions for eligible salaried employees, computed on that part of their base earnings in excess of \$4,800 per year. To participate, such employees must voluntarily contribute at the rate of 5% of their total annual earnings in excess of \$4,800, the balance of the pension cost being payable by the companies. Any participating employee who attains age 65 is entitled to receive a supplemental pension, the amount of which will depend upon the number of years he has made contributions and his rate of compensation in excess of \$4,800 per year during the last ten years of his membership in the plan. The companies fund their portion of the cost by contributions, sufficient each year to cover the currently accruing cost of benefit credits under the supplemental contributory salaried pension plan not covered by the contributions of participating employees.

The companies have established pension trusts to provide the pensions under each of the pension plans. The companies reserve the right to amend or discontinue the pension plans subject to certain provisions.

The following amounts were provided for the pension trusts during the three years ended December 31, 1955:

Year	United States employees' plans	Canadian employees' plans (Canadian dollars)
1955	\$5,400,000	\$444,000
1954	4,159,000	426,000
1953	3,800,000	373,112

The union-management pension agreement provides that there be paid into the pension trust for hourly-rated employees an amount of money estimated, on an actuarial basis, to be sufficient to pay the pensions which may have been granted during the term of the pension agreements. The method which the companies are presently using more than meets the requirements of the pension agreement. According to a recent actuarial estimate, assuming that the plans are continued without change, the liability for past service benefits for United States and Canadian employees, computed on the basis of a 3½% interest rate, would amount to approximately \$30,400,000. The companies have not determined the period over which such past service cost will be funded, if at all.

There is also in force a group insurance plan which includes sickness, accident, hospitalization and death benefits to all eligible officers and employees. The expense of the plan, which with minor exceptions is borne entirely by the companies, amounted to approximately \$5,695,000 in 1955, \$4,437,000 in 1954, and \$3,287,000 in 1953, after making due allowance in each case for estimated dividends to be received in reduction of related insurance premiums.

NOTE H—EMPLOYEES' STOCK PURCHASE PLANS

An Employees' Stock Purchase Plan approved by stockholders on April 24, 1951 was in effect at December 31, 1955. This plan provides that options to purchase an aggregate of ~~not~~ exceeding 237,650 shares of common stock of the Company, at prices equal to 95% of the last reported sales price on the day the options are granted, may be granted from time to time to eligible executive employees; such options to be exercisable in equal annual installments during the period ending June 21, 1961. At December 31, 1955 there were unexercised options under this plan, as follows:

Date Option Granted	No. of Shares	Option Price		Fair Value at Date Option Granted	
		Per Share	Total	Per Share	Total
June 21, 1951	30,107	\$35.00	\$1,053,745	\$36.75	\$1,106,432
December 19, 1951	9,509	\$42.75	\$ 406,510	\$45.00	\$ 427,905
June 17, 1953	39,047	\$48.25	\$1,884,018	\$50.75	\$1,981,635
December 14, 1955	44,900	\$77.50	\$3,479,750	\$81.50	\$3,659,350

The following tabulation gives particulars of the number of shares with respect to which options under this plan became exercisable during the three years ended December 31, 1955:

Date Exercisable	No. of Shares	Option Price		Fair Value at Date Exercisable	
		Per Share	Total	Per Share	Total
June 21, 1955	2,016	\$35.00	\$245,560	\$84.00	\$589,344
June 21, 1955	1,455	\$42.75	\$ 62,201	\$84.00	\$122,220
June 17, 1955	5,626	\$48.25	\$271,455	\$84.00	\$472,584
June 21, 1954	9,109	\$35.00	\$318,815	\$65.75	\$598,917
June 21, 1954	1,455	\$42.75	\$ 62,201	\$65.75	\$ 95,666
June 17, 1954	5,750	\$48.25	\$277,438	\$66.12	\$380,219
June 21, 1953	13,274	\$35.00	\$464,390	\$51.50	\$683,611
June 21, 1953	1,455	\$42.75	\$ 62,201	\$51.50	\$ 74,933

During the three years ended December 31, 1955 options under this plan were exercised as follows:

	1955	1954	1953
Number of shares:			
At option price of \$35.00	12,913	12,719	4,390
At option price of \$42.75	1,130	3,211	250
At option price of \$48.25	3,786	2,391	
Total shares	17,829	18,321	4,640
Total option price	\$682,937	\$697,801	\$164,338
Aggregate fair value of the shares at the various dates the options were exercised ..	\$1,377,885	\$1,269,119	\$245,225

Prior to December 31, 1955, all the options granted under another plan approved April 24, 1951, entitling eligible employees to purchase common stock at \$33.25 per share at any time prior to December 31, 1957, were exercised. During the three years ended December 31, 1955 options under this plan were exercised as follows:

	1955	1954	1953
Number of shares	41	6,001	15,142
Total option price	\$1,363	\$199,533	\$503,472
Aggregate fair value of the shares at the various dates the options were exercised ..	\$3,191	\$413,634	\$773,938

Under a 1944 plan, which expired in 1954, 9,311 shares became exercisable during 1954 and 14,192 shares during 1953 at an option price of \$35.00 per share (a total option price of \$325,885 in 1954 and \$496,720 in 1953). The fair value of these shares at the dates exercisable was \$63.00 per share, or \$586,593 in 1954 and \$51.63 per share or \$732,733 in 1953. Options were exercised under this plan during 1954 and 1953 as follows:

	1954	1953
Number of shares	44,149	46,278
Total option price	\$1,545,215	\$1,619,730
Aggregate fair value of the shares at the various dates the options were exercised ..	\$2,680,440	\$2,372,213

NOTE H—EMPLOYEES' STOCK PURCHASE PLANS (Continued)

The total of 123,563 shares (which number was adjusted in February 1956 to give effect to the stock distribution described in Note E) issuable under options outstanding at December 31, 1955 may be either authorized but unissued shares or treasury shares.

The excess of the option price of the shares issued for options exercised (other than shares issued from treasury stock) over the par value thereof (\$326,900 in 1955, \$984,342 in 1954, and \$694,170 in 1953) has been credited to capital surplus.

NOTE I—CONTINGENT LIABILITIES

The Company is contingently liable with respect to long-term obligations receivable which, at December 31, 1955 had been sold subject to repurchase under certain conditions.

The Federal income and excess profits tax returns of the Company and its domestic subsidiaries have been examined to and including the year 1948. Income tax returns of foreign subsidiaries remain subject to future examination by taxing authorities. The accumulated reserve for taxes, included under tax accruals on the balance sheet, is estimated to be sufficient to cover additional assessments, if any.

NOTE J—COMMITMENTS

The Company holds leases covering the premises of certain of its plants. Each lease covers a period of from 5 to 25 years after December 31, 1955. The rentals under these leases aggregated approximately \$1,420,000 per annum at December 31, 1955. The Company contemplates signing additional leases in 1956 providing for annual rentals of approximately \$450,000.

Under an agreement with the United Steelworkers of America the Company is obligated to pay supplemental unemployment benefits commencing October 1, 1956 to eligible hourly employees who become unemployed through no fault of their own. The amount of weekly benefits to be paid by the Company will vary depending on the number of dependents, the amount of state unemployment compensation, and any other earnings which the employee receives. Under this plan the minimum amount to be paid or accrued by the Company is three cents per hour worked by covered employees; the maximum is five cents per hour worked by such employees.

NOTE K—SUPPLEMENTARY INCOME INFORMATION

(All amounts charged directly to income)

	Years Ended December 31		
	1955	1954	1953
Maintenance and repairs—			
Charged to Costs (1)	\$14,089,000	\$22,778,306	\$18,301,805
Depreciation, depletion, and amortization:			
Costs	13,083,801	11,805,307	10,147,125
Other	1,300,202	858,082	703,941
Taxes:			
Real and personal property taxes	3,961,824	3,414,447	3,089,479
Social security taxes	3,678,590	3,514,729	2,926,165
Franchise taxes, sales taxes, etc.	844,918	403,569	563,151
Above taxes charged to:			
Costs	7,945,899	7,310,066	6,552,682
Other	539,433	22,679	26,114
Rents:			
Costs	2,019,399	2,772,899	2,291,224
Other	1,197,095	836,350	698,998
Royalties—charged to costs	134,428	92,848	102,456

(1) Compiled from the books and records of the companies without analysis of the various accounts to which these items were charged as such analysis would cause disproportionate delay and expense. Because of a change made in the classification of accounts during 1955 the cost of adjusting, oiling and cleaning of equipment is not available for that year and therefore has not been included in maintenance and repairs. In 1954, such costs in the amount of \$7,662,306 were included in the total of maintenance and repairs.

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To the Stockholders of
Hazel-Atlas Glass Company

We have examined the balance sheet of Hazel-Atlas Glass Company as of December 31, 1955, and the related statement of income and accumulated earnings for the three years then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, these statements present fairly the financial position of Hazel-Atlas Glass Company at December 31, 1955, and the results of its operations for the three years then ended, in conformity with generally accepted accounting principles applied on a consistent basis during the period.

PRICE WATERHOUSE & Co.

Pittsburgh, Pa.
Jan. 27, 1956

HAZEL-ATLAS GLASS COMPANY

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Balance Sheets

(See Notes to Financial Statements)

	December 31, 1955	June 2, 1956 (Not audited)
ASSETS		
Current assets:		
Cash in banks and on hand	\$ 1,411,838	\$ 2,728,479
U. S. Government securities at current redemption value	6,587,304	3,974,480
Notes and accounts receivable, less allowance of \$50,000 for discounts and possible losses	7,018,741	7,199,489
Inventories, at cost or less (Note A)	7,787,669	9,995,547
Total current assets	\$22,815,552	\$23,897,995
Property, plant, and equipment, at cost:		
Land	\$ 761,933	\$ 768,534
Buildings	10,343,971	10,398,745
Machinery and equipment	23,490,540	23,787,638
Construction in progress	144,320	2,494,395
	\$34,740,764	\$37,379,312
Accrued depreciation	20,226,747	20,655,747
	\$14,514,017	\$16,723,565
Prepaid expenses and other assets	\$ 554,855	\$ 940,130
	\$37,884,424	\$41,561,690

LIABILITIES

Current liabilities:		
Accounts payable—trade	\$ 714,256	\$ 2,804,375
Withheld from employees for taxes	150,710	417,602
Accrued liabilities:		
Payrolls	243,590	558,875
Estimated vacation wages payable during subsequent year under terms of union contracts	1,000,000	1,236,335
Federal income tax (after deducting U. S. Treasury tax securities of \$2,995,807 and \$1,405,101 at the respective dates)	299,631	995,337
Other taxes	331,779	363,457
Other accruals	171,330	199,875
Dividend payable	(see below)	651,613
Total current liabilities	\$ 2,911,296	\$ 7,227,469

Funds for dividend of \$651,613 payable January 2, 1956 were held by dividend disbursing agent on December 31, 1955.

Commitments—Note E

Capital stock:

Authorized 3,000,000 shares—par value \$5 each; issued and outstanding 2,172,045 shares	\$10,860,225	\$10,860,225
Accumulated earnings used in the business	24,112,903	23,473,996
	\$34,973,128	\$34,334,221
	\$37,884,424	\$41,561,690

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Statement of Income and Accumulated Earnings

(See Notes to Financial Statements)

	Years ended			22 Weeks ended June 2, 1956 (Not audited)
	Jan. 2, 1954	Jan. 1, 1955	Dec. 31, 1955	
Net sales	\$79,250,217	\$79,174,492	\$79,919,795	\$31,495,647
Costs and expenses:				
Labor, materials, maintenance and repairs, and other operating costs	\$64,385,618	\$62,881,299	\$63,781,886	\$25,752,605
Taxes, other than federal and state income taxes (Note D)	1,358,618	1,402,418	1,555,415	804,806
Provision for depreciation (Notes C and D)	1,080,496	1,109,146	1,272,705	570,140
Selling and administrative expenses	6,238,010	6,662,041	6,630,448	3,065,033
	\$73,062,742	\$72,054,904	\$73,240,454	\$30,192,784
Operating income	\$ 6,187,475	\$ 7,119,588	\$ 6,679,341	\$ 1,302,863
Interest, dividends, and other income	392,869	311,705	315,786	86,898
Income before taxes on income	\$ 6,580,344	\$ 7,431,293	\$ 6,995,127	\$ 1,389,761
Provision for income taxes:				
Federal normal and surtax	\$ 3,389,000	\$ 3,720,000	\$ 3,536,000	\$ 705,000
State income taxes	78,959	82,601	66,294	20,441
	\$ 3,467,959	\$ 3,802,601	\$ 3,602,294	\$ 725,441
Net income	\$ 3,112,385	\$ 3,628,692	\$ 3,392,833	\$ 664,320
Balance of accumulated earnings at beginning of period	21,798,355	22,304,286	23,326,524	24,112,903
	\$24,910,740	\$25,932,978	\$26,719,357	\$24,777,223
Cash dividends, \$1.20 per share for 1953, 1954 and 1955 and 60¢ per share in 1956	2,606,454	2,606,454	2,606,454	1,303,227
Accumulated earnings used in the business at end of period	\$22,304,286	\$23,326,524	\$24,112,903	\$23,473,996

Notes to Financial Statements

NOTE A—INVENTORIES

	Jan. 2, 1954	Jan. 1, 1955	Dec. 31, 1955	June 2, 1956 (Not Audited)
Inventories were as follows:				
Raw materials and work in process	\$2,354,319	\$1,981,854	\$2,266,247	\$2,359,565
Finished products	2,791,650	2,716,171	2,593,746	4,505,359
Maintenance materials and supplies	3,191,963	2,764,762	2,937,676	3,130,623
	<u>\$8,337,932</u>	<u>\$7,462,787</u>	<u>\$7,797,669</u>	<u>\$9,995,547</u>

Raw materials, supplies, and work in process are valued at average cost, not in excess of prevailing market. Finished products are valued in part at approximate cost, and in part at prices ascertained by deducting certain percentages from the lowest selling prices in group classifications. The foregoing basis of valuation has been consistently applied throughout the period. Cost of products sold is determined on the inventory basis, i.e., actual operating costs incurred adjusted by physical inventories valued as stated above.

NOTE B—RETIREMENT INCOME PLANS

A Retirement Income Plan for Hourly Rate Employees became effective January 1, 1955; a Retirement Income Plan for Salaried Employees, with provisions for optional contributory benefits, became effective July 1, 1955. Under both plans, eligible employees who retire from employment will receive retirement income from a trust fund established by the company for that purpose. The annual cost (before tax benefits) of both plans, based on the charge for current service and estimated past service charges funded on a 30-year amortization basis, is estimated at \$830,000 under present conditions. An amount of \$679,400 (also before taxes), representing a full year's requirement under one plan and a half year for the other, was paid to the Trustee and charged to income in 1955, and an amount of \$350,000 has been paid to the Trustee during the 22 week period ended June 2, 1956.

NOTE C—DEPRECIATION, ETC.

Provisions for depreciation of buildings and machinery and equipment are computed by the application of annual rates to the cost of the individual units of property. The annual depreciation rates are as follows:

Land Improvements, buildings, and building equipment	3%
Tanks, simplex type lehrs, ovens, piping, etc.	6%
Machinery, individual type lehrs, heating systems, conveyors, etc.	8%
Furniture and fixtures	10%
Automatic lift trucks	12½%
Automobiles	25%

For complete new units of property acquired in 1954 and 1955, these rates have been applied by use of the sum of the years-digits method instead of the straight line method; the effect of this on the aggregate depreciation provision is insignificant.

Maintenance and repairs, and renewals are charged to operating costs as incurred. Replacements of units of physical property are charged to property accounts and the replaced units are retired.

When units of property are retired or otherwise disposed of, the cost and accrued depreciation are removed from the accounts and the net book value, less salvage, is charged or credited to income. Fully depreciated assets remain on the books until disposed of.

HAZEL-ATLAS GLASS COMPANY

Notes to Financial Statements (Continued)

NOTE D—SUPPLEMENTARY INCOME INFORMATION

	Years ended			22 weeks ended June 2, 1956 (Not Audited)
	Jan. 2, 1954	Jan. 1, 1955	Dec. 31, 1955	
(All amounts have been charged directly to income as "Costs" or "Other")				
Maintenance and repairs:				
Costs	\$4,021,187	\$4,100,393	\$3,890,500	\$1,700,685
Other	(14,025)	38,353	29,120	15,191
	<u>\$4,007,161</u>	<u>\$4,138,946</u>	<u>\$3,919,620</u>	<u>\$1,715,871</u>
Depreciation:				
Costs	\$1,040,414	\$1,070,476	\$1,222,679	\$ 548,550
Other	40,082	38,670	56,036	21,590
	<u>\$1,080,496</u>	<u>\$1,109,146</u>	<u>\$1,272,705</u>	<u>\$ 570,140</u>
Taxes, other than income taxes:				
Federal old age benefit	\$ 411,865	\$ 547,748	\$ 597,164	\$ 283,209
Unemployment insurance	431,567	316,370	412,599	289,448
Property	270,631	287,403	282,525	123,781
Franchise, sales, etc.	244,555	250,897	263,127	108,368
	<u>\$1,358,618</u>	<u>\$1,402,418</u>	<u>\$1,555,415</u>	<u>\$ 804,806</u>
Above taxes charged to:				
Costs	\$1,077,670	\$1,420,773	\$1,246,731	\$ 661,790
Other	280,948	281,645	308,684	143,016
	<u>\$1,358,618</u>	<u>\$1,402,418</u>	<u>\$1,555,415</u>	<u>\$ 804,806</u>
Management and service contract fees	None	None	None	None

Rents and royalties paid during this period were not significant in amount and rentals or obligations under long-term leases are not material.

NOTE E—COMMITMENTS

It is estimated that expenditures of approximately \$4,500,000 will be required to complete capital projects authorized but not completed as of June 2, 1956.

[Vol. 1758]

REORGANIZATION AGREEMENT AND PLAN, dated June 29, 1956, between CONTINENTAL CAN COMPANY, INC., a New York corporation (hereinafter called Continental), and HAZEL-ATLAS GLASS COMPANY, a West Virginia corporation (hereinafter called Hazel-Atlas).

I. Continental desires to acquire, and Hazel-Atlas desires to transfer to Continental, all the assets, properties, business and good will of Hazel-Atlas in exchange for the issue and delivery by Continental to Hazel-Atlas of shares of Common Stock, par value \$20 per share, of Continental to be distributed to the stockholders of Hazel-Atlas in exchange for their stock in Hazel-Atlas, all upon the terms and conditions hereinafter set forth and for the purpose of carrying out a tax-free reorganization within the meaning of the Internal Revenue Code of 1954.

II. Hazel-Atlas desires to provide for the winding up and settling of its affairs in voluntary dissolution and for the distribution to its stockholders of such shares of Common Stock, par value \$20 per share, of Continental as hereinafter provided, in complete liquidation and complete cancellation or redemption of its stock.

III. Hazel-Atlas hereby represents and warrants to Continental as follows:

(1) Hazel-Atlas is a corporation duly organized and existing and in good standing under the laws of the State of West Virginia, and it is entitled to own or lease its properties and to carry on its business as and in the places where such properties are now owned, leased or operated or such business is now conducted.

(2) The authorized capital stock of Hazel-Atlas consists of 3,000,000 shares of Capital Stock, par value \$5 per share (hereinafter called Common Stock of Hazel-Atlas), of which 2,172,045 shares have been validly issued, are now outstanding and are full paid and non-assessable.

(3) Hazel-Atlas does not have any subsidiaries or affiliated companies of any kind.

(4) Annexed hereto as Exhibit A are balance sheets of Hazel-Atlas as of January 2, 1954, January 1, 1955 and December 31, 1955, and related statements of income and accumulated earnings of Hazel-Atlas for the three years ended December 31, 1955, certified by Messrs. Price Waterhouse & Co., independent public accountants, and an unaudited balance sheet of Hazel-Atlas as of June 2, 1956, and a related unaudited statement of income and accumulated earnings of Hazel-Atlas for the twenty-two weeks then ended. All of the above described statements are consolidated statements of Hazel-Atlas and its subsidiaries for any period during which Hazel-Atlas had subsidiaries. All such statements present fairly the financial position of Hazel-Atlas and its subsidiaries, if any, as of the respective dates of said balance sheets and the results of operations of Hazel-Atlas for the periods indicated in said statements of income and accumulated earnings, subject in the case of said unaudited balance sheet and the related unaudited statement of income and accumulated earnings to audit and usual year-end adjustments. All such statements have been prepared in conformity with generally accepted accounting principles applied on a consistent basis.

(5) At June 2, 1956 Hazel-Atlas had no liabilities, absolute or contingent, which are not shown or provided for on the unaudited balance sheet of Hazel-Atlas as of June 2, 1956 (Exhibit A annexed hereto), except as indicated in Exhibit F annexed hereto.

(6) Annexed hereto as Exhibit B is a brief description of all real properties owned by or leased to Hazel-Atlas, including all plants and structures located thereon, and, with

respect to such properties owned by Hazel-Atlas, a statement as of December 31, 1955 (or, if acquired thereafter, as of the date of acquisition thereof) of the gross book value, book reserve for depreciation and net book value thereof (subdivided into land, buildings and equipment) and the basis of valuation and the depreciation and amortization policy in respect thereof. Hazel-Atlas has good and marketable title in fee simple to such owned real properties and owns outright all the equipment in the plants referred to in said Exhibit B, except as otherwise indicated therein, and owns outright all other assets and properties reflected in the unaudited balance sheet of Hazel-Atlas as of June 2, 1956 (Exhibit A annexed hereto), or acquired by it after said date, other than such assets or properties sold or otherwise disposed of in the ordinary course of business subsequent to said date, in each case free and clear of all mortgages, liens, charges or encumbrances of any nature whatsoever, except as stated in said Exhibit B.

(7) Annexed hereto as Exhibit C, is a list of all patents, patent applications and trade-mark registrations owned by or registered in the name of Hazel-Atlas or in which it has any rights. Hazel-Atlas owns, or is licensed, under such patents, trade-marks, trade names and copyrights as it deems necessary to conduct its business as now operated by it and is not currently in receipt of any notice of conflict with the asserted rights of others in such patents, trade-marks, trade names and copyrights.

(8) Annexed hereto as Exhibit D is a list and brief description of all policies of fire, liability and other forms of insurance held by Hazel-Atlas.

(9) Except as listed in Exhibit E annexed hereto, Hazel-Atlas is not a party to any written or oral (i) contract for the employment of any officer or individual employee; (ii) contract with any labor union; (iii) continuing contract for the future purchase of materials, supplies or equipment in excess of the requirements for normal operating inventories or for business now booked; (iv) continuing contract for the future sale of products over a period of more than one year from the date hereof; (v) distributor or sales agency contract or advertising contract; (vi) lease under which Hazel-Atlas is lessor; (vii) contract with any subcontractor; (viii) pension, profit-sharing, retirement or stock purchase plan in effect with respect to employees or others; or (ix) material contract not made in the ordinary course of business. Hazel-Atlas has performed all obligations required to be performed by it to date, and is not in default, under any contract, agreement, lease or other document to which it is a party.

(10) Except as indicated in Exhibit F annexed hereto, there are no actions, suits, proceedings or investigations (whether or not purportedly on behalf of Hazel-Atlas) pending or, to the knowledge of Hazel-Atlas, threatened against or affecting Hazel-Atlas, at law or in equity or admiralty or before or by any federal, state, municipal or other governmental department, commission, board, agency or instrumentality, domestic or foreign, which involve the likelihood of any judgment or liability, not fully covered by insurance, in excess of \$5,000 in any one case or \$50,000 in the aggregate, or which may result in any material adverse change in the business, operations, properties or assets or in the condition, financial or otherwise, of Hazel-Atlas; and Hazel-Atlas is not, to the knowledge of any of its officers, in default with respect to any order, writ, injunction or decree of any court or federal, state, municipal or other governmental department, commission, board, agency or instrumentality, domestic or foreign.

(11) To the best of the knowledge, information and belief of its officers, Hazel-Atlas has complied with all laws, regulations and orders applicable to its business.

(12) The amounts set up as provisions for taxes on the unaudited balance sheet of Hazel-Atlas as of June 2, 1956 (Exhibit A annexed hereto), are sufficient for the payment of all accrued and unpaid federal, state, county and local taxes of Hazel-Atlas, whether or not disputed, for the twenty-two weeks ended on said date and for all fiscal

years prior thereto. Federal income tax returns of Hazel-Atlas have been examined by the Internal Revenue Service for all past fiscal years through the fiscal year 1952. All deficiencies proposed as a result of such examinations of the returns through the fiscal year 1952, have been paid and settled.

(13) Since June 2, 1956, Hazel-Atlas has not (i) issued any stock, bonds or other corporate securities; (ii) incurred any obligations or liability (absolute or contingent) except current liabilities incurred, and obligations under contracts entered into, in the ordinary course of business; and except obligations or liabilities entered into or incurred in connection with, or in anticipation of, the execution and performance of this Reorganization Agreement and Plan; (iii) discharged or satisfied any lien or encumbrance or paid any obligation or liability (absolute or contingent) other than obligations or liabilities referred to in (ii) above; (iv) declared or made any payment or distribution to stockholders, except a dividend of 30¢ per share payable on July 2, 1956, to holders of record of Common Stock of Hazel-Atlas on June 15, 1956, or purchased or redeemed any shares of capital stock; (v) mortgaged, pledged or subjected to lien, charge or any other encumbrance, any assets, tangible or intangible; (vi) sold or transferred any tangible assets or canceled any debts or claims, except in each case in the ordinary course of business; (vii) sold, assigned or transferred any patents, trademarks, trade names, copyrights or other intangible assets; (viii) suffered any extraordinary losses or waived any rights of substantial value; or (ix) entered into any transaction other than in the ordinary course of business, except as indicated in Exhibit E annexed hereto.

(14) At June 2, 1956, the estimated cost of completion of capital projects, which were authorized by the Board of Directors of Hazel-Atlas but not completed, was approximately \$4,518,878; since that date, the Board of Directors of Hazel-Atlas has not authorized capital projects calling for the expenditure of an aggregate of more than \$1,000,000.

(15) Since June 2, 1956, there has been no material change in the condition, financial or otherwise, of Hazel-Atlas as shown in the unaudited balance sheet of Hazel-Atlas as of June 2, 1956 (Exhibit A annexed hereto), other than changes occurring in the ordinary course of business, which changes have not materially adversely affected its business, properties or financial condition.

(16) The accounts receivable of Hazel-Atlas shown on the unaudited balance sheet as of June 2, 1956 (Exhibit A annexed hereto), or thereafter acquired by it prior to the date hereof, have been collected or are collectible in amounts not less than 99% of the book amounts thereof.

(17) The Board of Directors of Hazel-Atlas has duly approved this Reorganization Agreement and Plan and the transactions contemplated herein, subject to the approval thereof by the stockholders of Hazel-Atlas as required under the laws of the State of West Virginia, and has authorized the execution and delivery hereof by Hazel-Atlas.

IV. Continental represents and warrants to Hazel-Atlas as follows:

(1) Continental is a corporation duly organized and existing and in good standing under the laws of the State of New York.

(2) The authorized capital stock of Continental consists of (i) 150,000 shares of \$3.75 Cumulative Preferred Stock without par value, all of which have been validly issued and are now outstanding, (ii) 145,650 shares of Second Preferred Stock without par value, none of which has been issued, and (iii) 10,000,000 shares of Common Stock of the par value of \$20 per share (hereinafter called Common Stock of Continental), of which, as of May 31, 1956, 7,756,394 shares were validly issued and outstanding and

255,738 shares were reserved for issue pursuant to employees' stock purchase plans and 5,740 shares were reserved for delivery pursuant to deferred compensation agreements.

(3) Annexed hereto as Exhibit-G is a consolidated balance sheet of Continental as of December 31, 1955, and statements of consolidated income and consolidated capital surplus and unappropriated earnings retained in the business for the three years then ended, certified by Messrs. Haskins & Sells, independent certified public accountants. Such statements are correct and complete and present fairly the financial condition of Continental as of December 31, 1955, and the results of operations of Continental for the three years then ended. All said financial statements have been prepared in conformity with generally accepted accounting principles.

(4) There has been no material change in the condition, financial or otherwise, of Continental as of December 31, 1955 (Exhibit G annexed hereto), except that on January 4, 1956 Continental acquired all of the issued and outstanding capital stock of the White Cap Company, a Delaware corporation, and except for changes occurring in the ordinary course of business, which changes have not materially adversely affected its business properties or financial condition.

(5) The shares of Common Stock of Continental deliverable pursuant hereto, when issued and delivered as herein provided, will be validly issued and outstanding shares of Common Stock of Continental, full paid and non-assessable except for debts, wages or salaries due and owing to laborers, servants or employees to the extent provided in Section 71 of the Stock Corporation Law of the State of New York.

(6) The Board of Directors of Continental has approved this Reorganization Agreement and Plan and the transactions contemplated herein, and has authorized the execution and delivery hereof by Continental.

NOW, THEREFORE, in consideration of the promises and of the respective representations and warranties hereinabove set forth, and of the covenants and agreements herein contained, Continental and Hazel-Atlas hereby agree as follows:

ARTICLE ONE. On the terms and subject to the conditions herein set forth Hazel-Atlas hereby agrees to convey, transfer, assign and deliver to Continental, and Continental agrees to acquire and accept as hereinafter provided, all the assets, properties, business and good will of Hazel-Atlas of every kind and description, wherever located, including, without limitation, all property, tangible or intangible, real, personal or mixed, accounts receivable, bank accounts, cash and securities, claims and rights under contracts of Hazel-Atlas, rights to use the name "Hazel-Atlas Glass Company" and all other names or slogans used by Hazel-Atlas in connection with its business or products and all books and records of Hazel-Atlas relating to its business, all as the same shall exist at the time of closing referred to in ARTICLE FOUR hereof (hereinafter called the Closing Date). The assets and properties to be conveyed, transferred, assigned and delivered to Continental on the Closing Date as herein provided shall, without limitation, include all assets and property of Hazel-Atlas shown on the unaudited balance sheet of Hazel-Atlas as of June 2, 1956 (Exhibit A annexed hereto) and all assets and property thereafter acquired by Hazel-Atlas prior to the Closing Date, except such of those assets and properties of Hazel-Atlas as (i) may have been disposed of prior to the Closing Date in the ordinary course of business or in the payment and discharge of liabilities on or before the Closing Date; (ii) may have been applied prior to the Closing Date to the payment of dividends on the Common Stock of Hazel-Atlas in accordance with the provisions of ARTICLE ELEVEN hereof; and (iii) may have been otherwise disposed of prior to the Closing Date at the request or with the consent in writing of Continental.

Subject to the conditions herein set forth, from and after the Closing Date Continental shall assume and agrees to pay, perform and discharge all debts, obligations, contracts and liabilities of Hazel-Atlas of any kind, character or description whether accrued, absolute,

contingent or otherwise (and whether or not reflected or reserved against on Hazel-Atlas's balance sheets, books of account and records), all as the same shall exist at the Closing Date, and all debts, obligations and liabilities of Hazel-Atlas arising thereafter in connection with the distribution to the stockholders of Hazel-Atlas of the shares of Common Stock of Continental to be issued and delivered to Hazel-Atlas hereunder and in connection with the liquidation and dissolution of Hazel-Atlas; provided, however, that Continental shall not assume the obligation of Hazel-Atlas to distribute to its stockholders such shares of Common Stock of Continental.

The conveyance, transfer, assignment and delivery of the assets and property of Hazel-Atlas to Continental, as herein provided, shall be effected by deeds, bills of sale, endorsements, assignments, drafts, checks and other instruments of transfer and conveyance in such form as Continental shall reasonably request.

Hazel-Atlas agrees that it will, at any time and from time to time after the Closing Date, upon request of Continental, do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be required for the better assigning, transferring, granting, conveying, assuring and confirming to Continental, or to its successors and assigns, or for aiding and assisting in collecting and reducing to possession, any or all of the assets or property to be assigned to Continental as provided herein and any or all obligations of Hazel-Atlas hereunder.

ARTICLE TWO. On the terms and subject to the conditions herein set forth, Continental will issue and deliver to Hazel-Atlas on the Closing Date definitive stock certificates, in such authorized denominations and registered in the name of Hazel-Atlas or its nominee or such other names as Hazel-Atlas shall specify in writing, for an aggregate of 999,140 shares of Common Stock of Continental.

ARTICLE THREE. From and after the date hereof, Hazel-Atlas shall afford to the officers and accredited representatives of Continental free access to the properties and records of Hazel-Atlas in order that Continental may have full opportunity to make such investigation as it shall desire of the affairs of Hazel-Atlas.

ARTICLE FOUR. The closing under this Reorganization Agreement and Plan shall take place (i) at the office of Hazel-Atlas, 15th and Jacob Streets, Wheeling, West Virginia, at 11:00 o'clock A. M., Eastern Daylight Time, on the later of (a) August 8, 1956, or (b) the fifth full business day after the expiration of any waiting period which may be required by law following notification of public authorities, or (ii) at such other time and place as the parties hereto shall agree upon.

ARTICLE FIVE. To the extent that the assignment of any contract, license, lease, commitment, sales order or purchase order to be assigned to Continental as provided herein shall require the consent of the other party thereto, this Reorganization Agreement and Plan shall not constitute an agreement to assign the same if an attempted assignment would constitute a breach thereof. Hazel-Atlas agrees that it will use its best efforts to obtain the consent of the other parties to all such contracts, licenses, leases, commitments, sales orders or purchase orders of Hazel-Atlas to the assignment thereof to Continental. If such consent is not obtained, Hazel-Atlas will cooperate with Continental in any reasonable arrangement designed to provide for Continental the benefits under any such contracts, licenses, leases, commitments, sales orders or purchase orders, including enforcement, at the cost and for the benefit of Continental, of any and all rights of Hazel-Atlas against the other party thereto arising out of the breach or cancellation by such other party or otherwise.

Hazel-Atlas agrees that Continental shall have the right and authority to collect, for account of Continental, all receivables and other items which shall be transferred to Con-

tinental as provided herein, and to endorse with the name of Hazel-Atlas any checks received on account of any such receivables or other items. Hazel-Atlas agrees that it will transfer and deliver to Continental any cash or other property that Hazel-Atlas may receive in respect of such receivables or other items.

ARTICLE SIX. Hazel-Atlas will call a meeting of its stockholders to be held on August 7, 1956, for the purpose of authorizing (i) the conveyance, assignment, transfer and delivery of all the assets, properties, business and good will of Hazel-Atlas to Continental upon the terms and conditions provided herein; and (ii) upon the Closing Date the voluntary dissolution of Hazel-Atlas.

Hazel-Atlas agrees that, promptly upon receipt by it of the stock certificates for the shares of Common Stock of Continental to be received by Hazel-Atlas as provided in ARTICLE TWO hereof, and in any event on or before December 31, 1956, Hazel-Atlas will distribute all such shares to its stockholders in complete winding up and liquidation of Hazel-Atlas, and that it will not otherwise dispose of any of such shares. Promptly after the Closing Date Hazel-Atlas will deliver to a bank or trust company selected by Hazel-Atlas and satisfactory to Continental the stock certificates for shares of Common Stock of Continental delivered to Hazel-Atlas as herein provided for distribution to the stockholders of Hazel-Atlas in exchange for their certificates for shares of Common Stock of Hazel-Atlas. Each share of Common Stock of Hazel-Atlas will be treated equally in such exchange. Fractional shares of Common Stock of Continental will not be issued in connection with such exchange, but, in lieu thereof, the bank or trust company referred to above, acting as the agent of each stockholder of Hazel-Atlas who would otherwise be entitled to a certificate for a fractional share of Common Stock of Continental in such exchange, will sell such stockholder's fractional interest and remit to him the net proceeds of such sale.

From and after the Closing Date, Hazel-Atlas will not engage in any business or other activity except as required to complete the liquidation and dissolution of Hazel-Atlas as provided herein.

ARTICLE SEVEN. The obligations of Continental hereunder are subject to the conditions that, on or before the Closing Date:

(1) At the meeting of the stockholders of Hazel-Atlas provided for in ARTICLE SIX hereof, the holders of at least sixty per cent. of the outstanding shares of Hazel-Atlas entitled to vote thereat shall have voted in favor of the matters specified in clauses (i) and (ii) of said ARTICLE SIX.

(2) All actions, proceedings, instruments and documents required to carry out this Reorganization Agreement and Plan, or incidental thereto, and all other related legal matters, shall have been approved by Messrs. Willkie Owen Farr Gallagher & Walton, counsel for Continental.

(3) Continental shall have received an opinion of Messrs. Paul & Phillips, counsel for Hazel-Atlas, dated the Closing Date, in form and substance satisfactory to Continental, to the effect that (i) Hazel-Atlas is a corporation duly organized and existing and in good standing under the laws of the State of West Virginia and is entitled to own or lease its properties, and to carry on its business as and in the places where such properties are now owned, leased or operated or such business is now conducted; (ii) Hazel-Atlas is not a party to any material pending litigation, and such counsel know of no material threatened litigation against Hazel-Atlas, except as indicated in Exhibit F annexed hereto, (iii) Hazel-Atlas has full power and authority to convey, assign, transfer and deliver its assets, properties, business and good will to Continental as herein provided; (iv) all corporate and other proceedings required to be taken by or on the part of Hazel-Atlas to authorize it to carry out this Reorganization Agreement and Plan and so to convey, assign, transfer

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and deliver its assets, properties, business and good will have been duly and properly taken; and (v) the vote of the stockholders of Hazel-Atlas taken at the meeting provided for in ARTICLE SIX hereof operates (except for directors' action), so far as Hazel-Atlas is concerned, to authorize the conveyance, transfer, assignment and delivery of all the assets, properties, business and good will of Hazel-Atlas to Continental in exchange for shares of Common Stock of Continental upon the terms and conditions provided herein and to bind all stockholders of Hazel-Atlas thereto.

(4) Continental shall have received an opinion of Messrs. Fish, Richardson and Neave, patent counsel for Hazel-Atlas, dated the Closing Date, in form and substance satisfactory to Continental, (i) as to the status of, and title of Hazel-Atlas to, the patents, patent applications and trade-mark registrations owned by or registered in the name of Hazel-Atlas or in which it has any rights and listed in Exhibit C annexed hereto, and (ii) stating the general effect of the judgment dated October 31, 1945 imposed by the District Court of the United States for the Northern District of Ohio, Western Division, in the Civil Action No. 4426, entitled *United States of America v. Hartford Empire Company, et al.* in which the original complaint was filed December 11, 1939, on the use of such patents, patent applications, trade-mark registrations and rights.

(5) Hazel-Atlas shall have furnished to Continental legal opinions or other evidence, in form and substance satisfactory to Continental, covering the good and marketable title in fee-simple of Hazel-Atlas in and to its real properties, free and clear of all mortgages, liens, charges or encumbrances of any nature whatsoever, except as stated in Exhibit B annexed hereto, and the due authorization, execution and delivery, legal effectiveness in accordance with their respective terms, and sufficiency for purposes of recordation or filing, of the instruments of conveyance, transfer and assignment from Hazel-Atlas to Continental of the assets, properties, business and good will of Hazel-Atlas.

(6) Continental shall have received an opinion of Messrs. Price Waterhouse & Co., dated the Closing Date, in form and substance satisfactory to Continental, to the effect that in their opinion the reserves set up on the books of Hazel-Atlas for taxes for the years 1953, 1954 and 1955 are adequate to cover all tax adjustments which may have to be made for said years.

(7) Continental shall not have discovered any material error, misstatement or omission in the representations and warranties made by Hazel-Atlas in Recital III hereof, and all the terms and conditions of this Reorganization Agreement and Plan to be complied with and performed by Hazel-Atlas on or before the Closing Date shall have been complied with and performed.

(8) The business and properties of Hazel-Atlas shall not have been adversely affected in any material way as a result of any fire, accident or other casualty or act of God or the public enemy.

(9) The representations and warranties made by Hazel-Atlas herein shall be correct, on and as of the Closing Date, with the same force and effect (except as affected by the transactions contemplated herein and changes occurring in the ordinary course of business) as though such representations and warranties had been made on and as of the Closing Date, and Hazel-Atlas shall have delivered to Continental a certificate to such effect and also as to the compliance by Hazel-Atlas, as of the Closing Date, with the terms and conditions hereof, such certificate to be signed by a duly authorized officer of Hazel-Atlas under its corporate seal and to be in form satisfactory to Continental.

(10) An investigation to be made by Continental shall show that there have been no developments in Hazel-Atlas business since June 2, 1956, which would have a materially adverse effect on the value of its business.

ARTICLE EIGHT. The obligations of Hazel-Atlas hereunder are subject to the conditions that, on or before the Closing Date:

(1) All actions, proceedings, instruments and documents required to carry out this Reorganization Agreement and Plan, or incidental thereto, shall have been approved by Messrs. Paul & Phillips, counsel for Hazel-Atlas.

(2) Hazel-Atlas shall have received an opinion of Messrs. Willkie Owen Farr Gallagher & Walton, counsel for Continental, dated the Closing Date, in form and substance satisfactory to Hazel-Atlas, to the effect that (i) Continental is a corporation duly organized and existing and in good standing under the laws of the State of New York; (ii) all corporate and other proceedings required to be taken by or on the part of Continental to authorize it to carry out this Reorganization Agreement and Plan and to issue and deliver the shares of Common Stock of Continental deliverable pursuant hereto as provided herein have been duly and properly taken; and (iii) said shares of Common Stock of Continental will, on delivery thereof to Hazel-Atlas in accordance with the terms hereof, be duly and validly issued, full paid and non-assessable, except for debts, wages or salaries due and owing to laborers, servants or employees to the extent provided in Section 71 of the Stock Corporation Law of the State of New York.

(3) Hazel-Atlas shall not have discovered any material error, misstatement or omission in the representations and warranties made by Continental in Recital IV hereof, and all the terms and conditions of this Reorganization Agreement and Plan to be complied with and performed by Continental on or before the Closing Date shall have been complied with and performed.

(4) The business and properties of Continental shall not have been adversely affected in any material way as a result of any fire, accident or other casualty or act of God or the public enemy.

(5) An investigation to be made by Hazel-Atlas shall show that there have been no developments in Continental's business since December 31, 1955, which would have a materially adverse effect on the value of its business.

ARTICLE NINE. Continental and Hazel-Atlas agree that the representations and warranties contained in Recitals III and IV hereof shall expire with, and be terminated and extinguished by, the closing under this Reorganization Agreement and Plan on the Closing Date, such closing to be conclusive evidence that each party is fully satisfied with the facts constituting the basis of the representations and warranties of the other party.

ARTICLE TEN. The respective obligations of Continental and Hazel-Atlas hereunder are subject to the further condition that, on the Closing Date, Continental and Hazel-Atlas shall have received an opinion of Messrs. Willkie Owen Farr Gallagher & Walton, counsel for Continental, dated the Closing Date, to the effect that (1) registration under the Securities Act of 1933 of the shares of Common Stock of Continental deliverable pursuant hereto is not required and (2) said shares of Common Stock of Continental have been duly listed, subject to official notice of issuance, on the New York Stock Exchange and on any other exchange on which the Common Stock of Continental is then listed.

ARTICLE ELEVEN. Between the date hereof and the Closing Date Continental shall not authorize or make any split-up of its capital stock, and neither Continental nor Hazel-Atlas shall declare or pay any dividends on their respective Common Stocks except (i) a dividend to holders of Common Stock of Hazel-Atlas of not exceeding 30¢ per share payable on July 2, 1956, (ii) a dividend to holders of Common Stock of Continental of not exceeding 45¢ per share to be payable in September, 1956, and (iii) such other dividends to holders of Common Stock of Continental as may be declared provided that if any such other dividend is declared,

or if said September, 1956 dividend of Continental shall not be declared with respect to the shares of Common Stock of Continental to be delivered to Hazel-Atlas hereunder, Hazel-Atlas shall have a corresponding right to declare dividends to holders of its Common Stock in an amount per share equivalent to 46/100 of the amounts per share declared by Continental.

ARTICLE TWELVE. If the transactions contemplated hereby shall not be consummated, each party hereto shall pay its own expenses incident to preparation for carrying this Reorganization Agreement and Plan into effect and consummating said transactions.

ARTICLE THIRTEEN. Continental hereby waives compliance by Hazel-Atlas with the provisions of any applicable Bulk Sales Law.

ARTICLE FOURTEEN. This Reorganization Agreement and Plan shall not be assignable by either party, except with the written consent of the other. Nothing in this Reorganization Agreement and Plan, expressed or implied, is intended to confer upon any person, other than the parties hereto and their successors and assigns, any rights or remedies under or by reason of this Reorganization Agreement and Plan.

ARTICLE FIFTEEN: The parties hereto may by written agreement (a) change the time for performance of any of the obligations or acts of the parties hereto, including changes of the Closing Date, (b) waive any inaccuracies in the representations contained in this Reorganization Agreement and Plan or in any documents delivered pursuant hereto, and (c) waive compliance with or modify any of the covenants herein contained and waive or modify performance of any of the obligations of the parties hereto; provided, however, that no modification shall be made in the number of shares of Common Stock of Continental to be delivered hereunder.

ARTICLE SIXTEEN. Any notice, request, instruction or other document to be given hereunder by either party hereto to the other shall be in writing and delivered personally or sent by registered mail, postage prepaid, if to Continental, addressed to Continental, attention of its Secretary and Treasurer, at 100 East 42nd Street, New York 17, N.Y., and if to Hazel-Atlas, addressed to Hazel-Atlas, attention of its Executive Vice President, at 15th and Jacob Streets, Wheeling, West Virginia.

ARTICLE SEVENTEEN. This instrument contains the entire agreement between the parties hereto with respect to the transactions contemplated herein.

IN WITNESS WHEREOF, Continental Can Company, Inc., and Hazel-Atlas Glass Company have caused this Reorganization Agreement and Plan to be executed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and duly attested as of the day and year first above written.

CONTINENTAL CAN COMPANY, INC.

[CORPORATE SEAL]

By L. WILKINSON
Vice-President

Attest:

L. R. DODSON
Secretary

HAZEL-ATLAS GLASS COMPANY

[CORPORATE SEAL]

By H. G. LEWIS
Executive Vice-President

Attest:

N. G. ROSS
Secretary

CONTINENTAL CAN. COMPANY, INC.

ANNUAL REPORT



SERVING INDUSTRY . . . SERVING AMERICA

3264

[fol. 1767]

WHITE CAP COMPANY

Chicago, Illinois

Acquired January 4, 1906



NEW FIBRE DRUM PLANT

Midland, Michigan

in operation this month



NEW METAL DIVISION PLANT

Cincinnati, Ohio

to be constructed in 1906



[fol. 1768]



Continental Can Company, Inc.

ANNUAL REPORT 1955

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ANNUAL MEETING

The Annual Meeting of the Shareholders will be held at the Biltmore Hotel, Madison Avenue and 42nd Street, New York City, on April 24th, 1956. Proxies and proxy statements for such meeting will be mailed to each Common shareholder on or about March 16th, 1956.

(fol 1769)

3266



HIGHLIGHTS OF THE YEAR

SALES HIT NEW PEAK —
exceeding 1954 by \$50 million or 8%.

EARNINGS AT RECORD LEVEL —
up 18% before and 16% after income taxes.

DECLARED 100% STOCK DIVIDEND —
payable February 15, 1956.

ESTABLISHED 80% HIGHER CASH DIVIDEND —
effective March 15, 1956 on increased shares after stock dividend.

BORROWED \$25 MILLION ON 40-YEAR NOTES
notes dated November 10, 1955.

REFUNDED \$25.5 MILLION OF DEBENTURES DUE IN 1965 —
exchanged for new 3 1/4% 40-year debentures.

NET SALES

NET EARNINGS

Per Common share

Before income taxes

% of sales

After income taxes

% of sales

COMMON DIVIDENDS

Per Common share

EARNINGS RETAINED IN BUSINESS

Per Common share

GROSS CAPITAL EXPENDITURES

Land

Buildings

Equipment and Miscellaneous

NET WORKING CAPITAL

Current Assets

Current Liabilities

Net Working Capital

COMMON SHARES

Number Issued

Number of Holders

1955
\$618.2 million

\$5.52

\$ 40.9 million

6.6%

\$ 20.7 million

3.4%

\$ 9.6 million

\$2.50

\$ 10.5 million

\$2.87

\$ 2 million

\$2 million

26.3 million

\$ 31.7 million

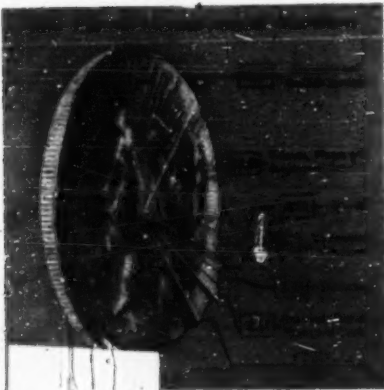
\$163.0 million

80.7 million

\$ 82.3 million

1,646,513

28,482





MANAGEMENT'S REVIEW and the OUTLOOK

The year 1955 was an exceptional year in the history of the Continental Can Company, as it was our fiftieth anniversary and fittingly was also our most successful year.

SALES AND EARNINGS — Our sales of \$666.3 million represented an 8 per cent increase from the preceding year, and our earnings on these sales of \$48.3 million before and \$24.2 million after income taxes were the highest in our history, exceeding the earnings of the preceding year by 18 per cent and 16 per cent, respectively. Earnings per Common share amounted to \$6.44 on 3,564,403 shares as compared with \$5.52 in 1954 on 3,646,533 shares. Our principal sales gains came from increased sales of metal cans for beer, fruits, dairy products, coffee, oil, pet food, paint and liquid detergents; paperboard; paper containers; crown caps; and flexible packaging.

OPERATIONS — Our manufacturing operations were conducted throughout the year at the highest rate of manufacturing efficiency yet attained — another record year for your Company.

CAPITAL IMPROVEMENTS — During the year our expenditures for capital improvements amounted to \$24.4 million. In addition, a new fibre drum plant at Midland, Michigan, and a new research and equipment development building at Chicago for the Metal Division were built under lease-back arrangements with pension trusts.

As we look ahead, we foresee a continuing need for capital improvements of approximately \$30 million a year to maintain our position in the packaging industry and to enable us to properly service our customers.

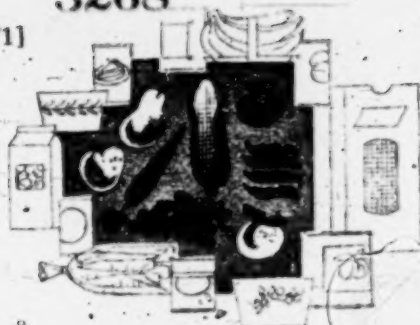
We are engaged now in installing a semi-chemical pulp operation in our Hopewell, Virginia, paper mill, which will permit us to use hardwoods available in the area. This year the Hopewell paper plant proved to be a substantial learner for the Company, as our previous capital expenditure gave us maximum utilization for the first time. In addition to the semi-chemical pulp operation at Hopewell, we expect to build a new can plant in Cincinnati, Ohio, and at least two other can plants in locations not yet determined. We will also build a new paper container plant during the year.

During 1955 the Company purchased the patents and production facilities of Vaporized Metal Coatings, Inc., of Roosevelt, New Jersey, whose process for the high-speed coating of metal on materials such as cellophane, ployfilm, etc., offers promise. Our present limited output has resulted in orders beyond our ability to produce and new machines are being built to increase output.

A major acquisition of your Company, agreed to in October, 1955 and which became effective on January 1, 1956, was the exchange of 210,000 shares of our Common stock for the capital stock of the White Cap Company. We are impressed with the management of this company, which has been highly successful in the manufacture and sale of metal closures, principally for glass jars, and we propose to continue its operation under its existing management as a separate subsidiary. It should add over \$25

3268

[fol. 1771]



million to our sales volume for 1956. It further diversifies our packaging operations while its manufacturing processes and procedures are closely allied to those in which we are now engaged.

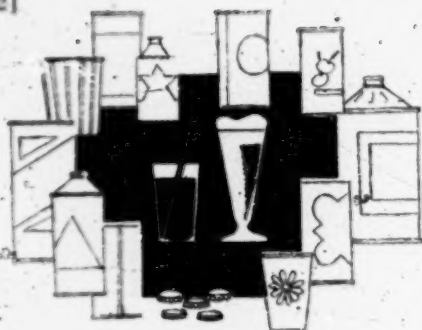
FINANCING — In view of the continuing demand for funds for capital improvements, during the year we undertook a refinancing of previous bond issues together with the raising of \$25 million of new capital. To do this, we sold \$25 million $3\frac{3}{4}$ per cent forty-year notes of the Company to the Metropolitan and New York Life insurance companies and exchanged \$39.5 million of our 3 per cent and $3\frac{3}{4}$ per cent Sinking Fund Debentures maturing on December 1, 1965, for forty-year debentures due November 1, 1995, bearing interest of $3\frac{3}{4}$ per cent to November 1, 1965, and $3\frac{3}{4}$ per cent thereafter. This will decrease our annual amortization charges for the immediate future while supplying us with the additional capital which we need for the next several years.

EMPLOYEE RELATIONS — During the year we signed a new master agreement with the United Steelworkers of America (C.I.O.) which became effective October 1, 1955, and runs until September 30, 1957, except for a wage re-opening provision on October 1, 1956. Under this agreement the principal adjustments included a general wage increase, improved pension provisions under an agreement which lasts for five years, and a supplemental unemployment benefits plan to be effective over the next three years. These adjustments represented an increase equivalent to about 9% of the straight-time average hourly rate. This master contract covers approximately half of our hourly employees. Other labor contracts were also renewed satisfactorily.

If we are to be competitive with other products, continuous effort must be made to increase productivity, improve quality and lower costs. We believe that union leadership has recognized its own interest in these factors and will cooperate with your Management to obtain these objectives. Mr. David J. McDonald, President of the United Steelworkers of America, joined your chairman in joint meetings in several parts of the country attended by both plant managers and their staffs and by local union presidents and other union officials. During these meetings our common objectives were discussed freely and frankly and it is our hope and belief that better understanding has resulted.

RESEARCH AND ENGINEERING — One of the principal reasons for our progress during the last five years has been the improved research and engineering made possible by the expenditures of \$36.7 million for the purpose as compared with \$15.3 million in the previous five-year period. During the year we started the move of the metal can research and engineering activities into our new research and development building in Chicago, where for the first time they will have adequate facilities consolidated in a single building. In addition, a competent Company research and development group has been assembled to assist the several divisions of the Company in their research and development work and to explore new fields.

Emphasis is being placed on the design and development of new packages and the possible use of new materials becoming available in the market. Packaging in this country is becoming of increasing importance, particularly as the part it plays in selling products is being recognized more and more. Our diversification and our position in the packaging field depend on the effectiveness of our research and development programs, and these programs are receiving the personal attention of Management. Recognizing the potential value of the broad new field of nuclear science, your Company has joined



with other companies in a joint venture to establish a research nuclear reactor which will enable us to increase our studies in the possible application of atomic energy to our products.

MANAGEMENT—Two of our senior officers, Hans A. Eggers, President, and Sherlock McKewen, Vice President, Pacific Metal Division, retired on December 31, 1955, under the Company's retirement plan. They have given the Company many years of valued and loyal service and have contributed substantially to its success. As a result of these retirements, Thomas C. Fogarty, formerly Executive Vice President, Metal Division, has become President. Reuben L. Perin, formerly Vice President, Metal Division, Eastern, has become Executive Vice President, Metal Division, and has been succeeded by Orren R. McJunkins, former General Manager of the Southeastern District, Metal Division. Mr. McKewen has been succeeded by Horace M. Blinn, former General Manager of the California District, Metal Division. Your Management considers one of its major tasks to be the development of personnel for high executive positions in your Company. It is satisfied that these new officers have outstanding qualifications to fill the positions to which they have been promoted and that your Company can be proud of this management team.

While the White Cap Company is to be continued as a separate subsidiary under its own officers, Philip O'C. White, its president, has also been elected a Vice President of Continental Can Company.

OUTLOOK—We believe that the general business outlook for 1956 continues satisfactory and that it provides a favorable climate for the further growth of the packaging industry. Our diversified position in this industry, the trend toward individual packages as an aid to selling and to consumer convenience, and the rapid growth of population combine to make the immediate future most encouraging. Canned fruit and vegetable inventories are in excellent shape and large packs are anticipated in 1956. The use of metal cans for established products continues to grow, and can markets such as soft drinks, liquid detergents, and cosmetics in aerosol cans offer additional possibilities. Likewise, we see a continuing growth in paper containers, flexible packaging and other product lines.

We have confidence that present administration of Government will continue to encourage sound economic projects. Thus we look for 1956 to be another year of growth for your Company and we are optimistic with respect to the year ahead. We have an efficient and enthusiastic organization which we believe capable of meeting the problems certain to arise, with enthusiasm and determination. We commend this organization to you.

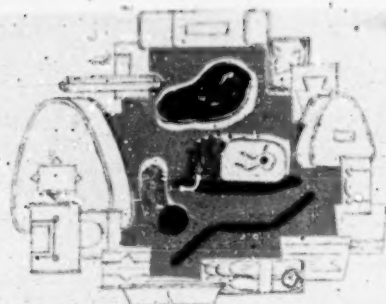
By order of the Board of Directors

President

Chairman of the Board

March 9, 1956

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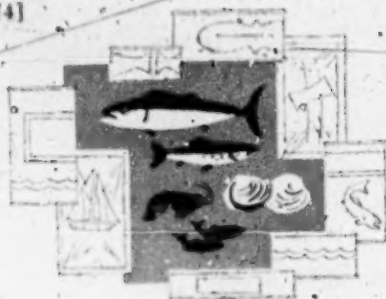


1955 IN BRIEF

What we received and what we did with it

	1955	1954	Increase Over 1954	1955 Per Common Share	1954 Per Common Share
	Total (Millions)	Total (Millions)	(Millions)		
INCOME					
Net amount billed to customers and other income	\$668.2	\$620.1	\$48.1	\$182.35	\$170.07
EXPENSES					
For salaries and wages to employees	146.8	144.5	2.3	40.06	39.64
For employees' benefits - (vacations, pensions, social security, rest periods, etc.)	32.2	28.6	3.6	8.79	7.84
For materials and outside services	419.5	387.3	32.2	114.48	106.22
For taxes of all kinds (except on purchases and for social security)	28.9	24.2	4.7	7.89	6.64
For wear and tear on plants and tools	13.6	12.0	1.6	3.71	3.28
For interest on money borrowed and exchange	3.0	2.8	.2	.82	.76
Total	644.0	599.4	44.6	175.75	164.38
BALANCE NET INCOME	24.2	20.7	3.5	6.60	5.69
Used for dividends to Preferred shareholders	.6	.6	—	.16	.17
Available after payment of Preferred dividends	23.6	20.1	3.5	6.44	5.52
THIS WAS USED FOR					
Dividends to Common shareholders \$3.00 per share 1955	11.0	8.6	1.4	3.00	2.65
Reinvestment in the business 2.70 per share 1954	12.6	10.5	2.1	3.44	2.87
	\$ 23.6	\$ 20.1	\$ 3.5	\$ 6.44	\$ 5.52

[fol. 1774]



What we had to work with at end of year

	1955 Total (Millions)	1954 Total (Millions)	Increase Over 1954 (Millions)	1955 Per Common Share	1954 Per Common Share
OUR WORKING CAPITAL					
Money	\$ 30.3	\$ 17.7	\$ 12.6	\$ 8.27	\$ 4.86
Amount due from customers and others	37.6	33.9	3.7	10.26	9.30
Materials and products for use or sale	110.7	111.4	.7	30.21	30.54
In terms of cash, the above amounted to	178.6	163.0	15.6	48.74	44.70
Against this, we owed for bank borrowings, current bills, payrolls, taxes, dividends, etc.	67.8	61.7	12.9*	18.50	22.12
After paying what we owed currently, the amount of working capital left to run the business was	110.8	82.3	28.5	30.24	22.58
OUR TOOLS AND OTHER ASSETS					
Land, buildings and equipment, after allowance for wear and tear	189.0	181.2	7.8	51.32	49.68
Investments, advances and other assets	14.3	13.9	.4	3.90	3.81
TOTAL OF WHAT WE HAD TO WORK WITH	314.1	277.4	36.7	85.71	76.07
Against this, we owed long term debt payable over the next 40 years	79.6	55.6	24.0	21.72	15.25
THE REMAINING BALANCE representing the shareholders' interest in the business was	234.5	221.8	12.7	63.99	60.82
Of the above, the Preferred shareholders' investment was	15.0	15.0	—	4.09	4.11
THIS LEFT AS THE VALUE OF THE COMMON SHAREHOLDERS' INTEREST					
in the Company, including operating reserves	\$219.5	\$206.8	\$12.7	\$59.90	\$56.71

* Decrease.

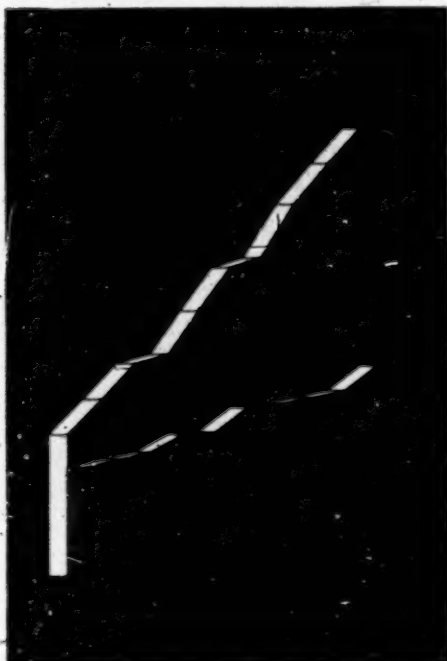


FINANCIAL AND OPERATING REVIEW

SALES—Again net sales have established a new high record totaling \$666,266,408 compared with \$616,163,898 in 1954—an increase of \$50,102,510 or 8.1%. Physical volume was up about 7%.

EARNINGS—After income taxes and other charges, net earnings amounted to \$24,172,218 or 3.6% on sales. This compared with \$20,736,899 or 3.4% on sales in 1954. After Preferred dividends, earnings were equivalent to \$6.44 per share on 3,664,403 shares of Common stock, as against \$5.52 on 3,646,533 shares in 1954.

Earnings before income taxes in 1955 amounted to \$48,272,218 or 7.2% on sales compared with \$40,936,899 or 6.6% on sales in 1954.

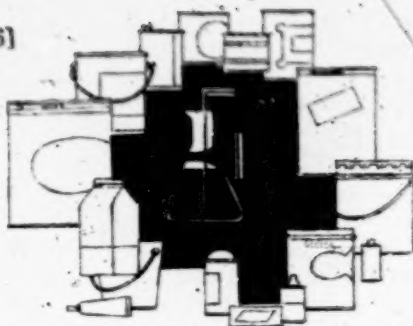


The over-all improvement in earnings over 1954 is particularly significant in that it was achieved despite a decline of \$2,310,384 in non-operating net income. Reduced profits on sales of capital assets including sales of equipment formerly leased to customers, and higher interest charges were the principal items resulting in the lower non-operating net income.

Income from foreign operations and investments in other countries, except Canada and Cuba, is reflected only as received in dollars in the United States. At the present time, accumulated dividends and interest funds arising in Argentina prior to June 30, 1955, are blocked. All other funds are unrestricted.

Provision for taxes on income amounted to \$24,100,000. This compares with \$20,200,000 provided in 1954. All other taxes, exclusive of those on purchases and for social security, were \$4,806,550 as against \$4,012,815 in 1954.

Salaries and wages increased to \$146,803,770 from a total of \$144,538,467 in 1954. Employee benefits—including social security taxes, insurance benefits, rest periods and pension fund contributions—amounted to \$32,236,112 as compared with \$28,581,724 in 1954. The combined compensation and benefits averaged \$5,562 per employee, compared with \$5,263 per employee in 1954.



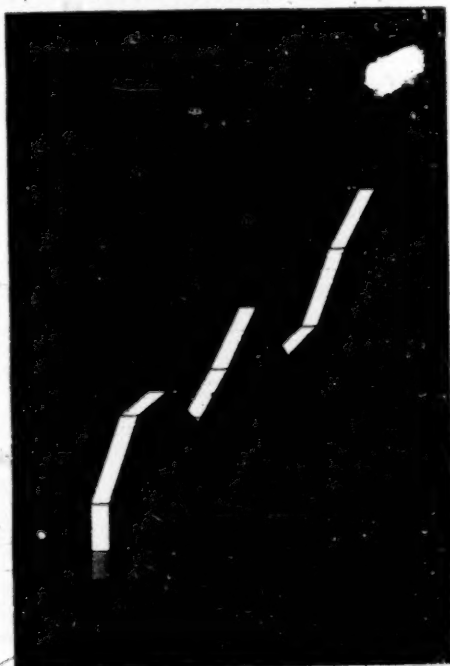
Depreciation and depletion provided out of operating income amounted to \$13,606,857 in 1955, against \$11,971,425 in 1954. Accelerated depreciation under approved Necessity Certificates included in these totals, amounted to \$1,306,291 in 1955 and \$1,148,460 in 1954. For tax purposes, but not for book purposes, capital expenditures since January 1, 1954, have been depreciated on "the sum of the years-digits" or "declining balance" methods. This has had the effect of reducing income taxes for the year 1955 by approximately \$750,000.

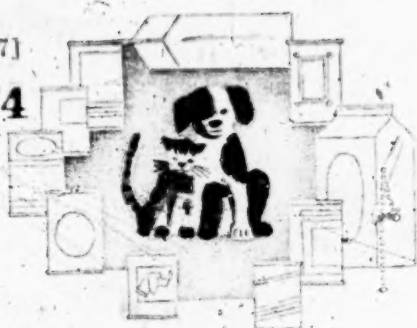
DIVIDENDS—After dividends of \$11,534,165 there remained net earnings of \$12,638,053 or 52.3%, which were reinvested in the business. In addition to regular dividends on the \$3.75 Cumulative Preferred stock, regular quarterly dividends of 75¢ per share were paid on the Common stock on March 15, June 15, September 15 and December 15. The annual dividend rate of \$3.00 per share compares with a total of \$2.70 per share paid in 1954. At the meeting of the Board of Directors on December 21, 1955, a 100% stock distribution was declared payable February 15, 1956, to holders of record on January 10, 1956. At the regular dividend meeting of the Board in January, 1956, a quarterly dividend of 45¢ per share on the new shares was established. This is equivalent to an annual rate on the old shares of \$3.60 per share as compared with the \$3.00 paid in 1955.

WORKING CAPITAL—The ratio of current assets to current liabilities on December 31, 1955, was 2.6 to 1, which compares with a ratio of 2 to 1 at December 31, 1954. Current assets totaled \$178,579,352 and current liabilities totaled \$67,763,536. Working capital increased during the year from \$82,330,380 to \$110,815,816. This resulted largely from the borrowing of \$25,000,000 on 40 year, 3¾% notes on November 10, 1955.

Inventories are valued at the lower of cost or market. Cost, for this purpose, represents standard, average, or actual cost with respect to 71% of the 1955 inventories (70% in 1954) and "Last in—first out" (LIFO) cost as to the remaining 29% (30% in 1954). This latter method was initially applied in 1946 to the stock of raw paper of one of the Company's subsidiaries and to the Company's tin-plate in 1947.

Federal income and excess profits tax returns of the Company and its domestic subsidiaries have been examined by the Internal Revenue Service through 1948. The tax accruals of \$24,373,991 at December 31, 1955 are considered adequate to cover any assessments which may result from examination of returns for other years.





INVESTMENTS - Investments In and Advances To Associated Companies and Subsidiaries Not Consolidated, amounting to \$7,481,198 at December 31, 1955, are recorded at cost. Included in this amount is \$3,404,314 representing investments in securities regularly quoted on stock exchanges; the market quotation value of which, at December 31, 1955, was approximately \$10,440,000.

FIXED ASSETS - Property, Plant and Equipment, at cost, amounted to \$277,176,778 at December 31, 1955, compared with \$259,427,581 at the end of 1954, reflecting an increase of \$17,749,197 for the year. After Reserves for Depreciation and Depletion, the net book value of these Fixed Assets was \$189,012,392 on December 31, 1955, and \$181,170,956 on December 31, 1954.

Gross capital expenditures during 1955 totaled \$24,444,550. This included completion of the metal can installations at Omaha and additional can lines and lithograph equipment, which were installed at various plants in the United States and Canada for the manufacture of containers for beer, other beverages, shortening, soluble coffee, meats and detergents. It also included single-wrap paper cup lines added at Los Angeles; equipment for rounding out of paper product lines at Kensington, Connecticut, Three Rivers, Michigan and Chicago, Illinois; the equipment for the new fibre drum plant at Midland, Michigan; and the purchase of timberlands to augment the Company's supply of pulp wood for its Hopewell, Virginia, paper mill.

Necessity Certificates, which allow for accelerated tax write-offs covering a value of \$15,091,790, have been issued to the Company over the past five years. These permit write-offs, varying from 25% to 65% of the new investment, over a five-year period.

SOURCE AND USE OF FUNDS

(Expressed in millions of Dollars)

SOURCE	Year 1955	5 Years 1951-1955
Net income before income taxes	\$48.3	\$182.4
Increase in reserve for depreciation and depletion	9.9	28.5
Sale of debentures and long term notes	25.0	45.0
Sale of Common stock to employees	.7	5.6
Sale of Second Preferred stock	—	10.5
Common stock issued for acquisitions	—	7.3
Sale of subsidiary	—	6.0
	\$83.9	\$285.3
USE		
Income taxes	\$24.1	\$ 92.3
Dividends	11.5	44.9
Plant and equipment additions (net)	17.7	88.3
Redemption of debentures	.9	11.9
Increase in investments	.1	1.2
Increase in other assets and reserves (net)	1.1	6.1
Increase in working capital	28.5	40.6
	\$83.9	\$285.3

EMPLOYEES AND EMPLOYEE BENEFITS - During 1955 an average of 32,187 men and women were employed by the Company, compared with 32,892 in 1954. More than half of our employees have been with the Company over 5 years. About one-fourth are women.

Employees, and to some extent their dependents, are covered by a comprehensive non-contributory group insurance plan. The net cost to the Company of this group insurance for the policy year ending June 30, 1955, was \$5,066,380, increasing from \$3,669,081 for the previous policy year. At December 31, 1955, a total of \$258,316,325 of life insurance was in force for 31,689 employees (including \$5,274,725 for 817 retired employees), compared with a total of \$236,372,100 at the end of 1954. During the latest policy year, total claims paid by the insurance company to

[fol. 1778]

employees and dependents amounted to \$4,644,909, of which \$1,247,500 was for death claims.

As of December 31, 1955, there were 490 employees retired and receiving monthly pensions under the Company's retirement plans. This represented a net increase of 131 persons during the year. During 1955 the Company provided \$5,400,000 for the pension fund for U. S. employees and \$444,000 (Canadian) for Canadian employees. Comparable 1954 figures were \$4,159,000 and \$426,000 (Canadian), respectively.

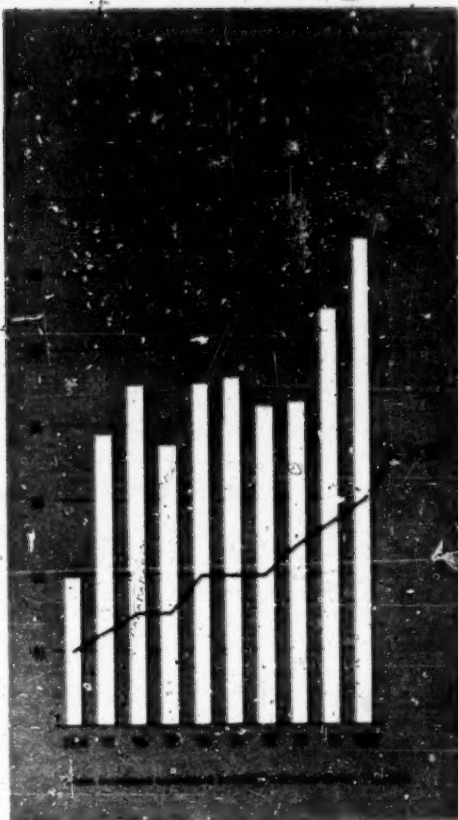
The Non-Contributory Pension Plans were revised in the negotiations with the United Steelworkers of America last fall. Under the new provisions, effective for the most part January 1, 1956, minimum pensions were substantially increased for eligible employees, those with 15 years of service or more. The pension is now based on \$2.50 per month for each year of service and is in addition to Social Security benefits. Disability pensions will be determined at the rate of \$3 per month for each year of service with a minimum of \$90 per month.

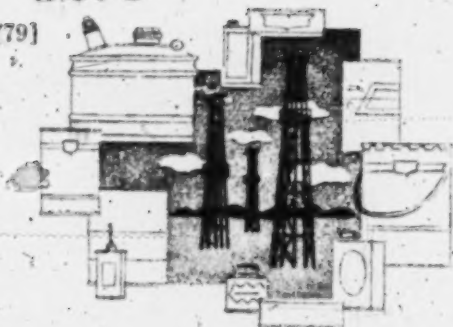
According to a recent actuarial estimate, which gives effect to improved pensions as referred to above, the liability for past service benefits under the plans, assuming they are continued without change, would amount to approximately \$30,400,000. The Company has a determined the period over which such past service cost will be funded, if at all.

During the last quarter, initial accruals were made for the cost of the Supplemental Unemployment Benefits Plan which was also the result of negotiations last fall with the United Steelworkers of America. This plan provides limited income protection after October 1, 1956 for eligible hourly employees who become unemployed through no fault of their own. To be eligible an employee must have had 4 years of continuous service with the Company, not less than 4,500 total hours of work, and a minimum of 3,000 hours during the 36 months preceding any layoff. The amount of weekly benefits to be paid by the Company will vary depending on the amount of state unemployment compensation and any other earnings which the employee receives. Under this plan the maximum income for an employee with two dependents is \$55.00 per week, including the items mentioned above. These weekly benefits may be paid to an employee having maximum eligibility for as long as 52 weeks.

During the year, a total of 17,870 shares of the authorized but unissued Common stock was sold to 69 employees under the various Employees' Stock Purchase Plans previously approved by the shareholders.

At December 31, 1955, 96 key employees held options to purchase a total of 123,563 shares (247,126 shares after 100% stock distribution of February 15, 1956) of Common stock under the existing plan. Of this total, 30,107 shares were granted in June, 1951, at a price of \$35.00 per share, 9,509 shares in December, 1951, at a price of \$42.75 per share, 39,047 shares in June, 1953, at a price of \$48.25 per share, and 44,900 shares in December, 1955, at a price of \$77.50 per share. All of these options are exercisable in equal annual installments from the date granted and expire on





June 21, 1961 The price of the shares in each case is approximately 95% of the market price on the date the option was granted.

OUR SHAREHOLDERS - On December 31, 1953, there were 1,260 holders of the outstanding 150,000 shares of \$3.75 Cumulative Preferred stock and 27,981 holders of the outstanding 3,664,403 shares of Common stock, of which 29 shares are represented by fractional scrip certificates.

On November 25, 1955, the record date of the last 1955 Common dividend, the Common shares were distributed as follows:

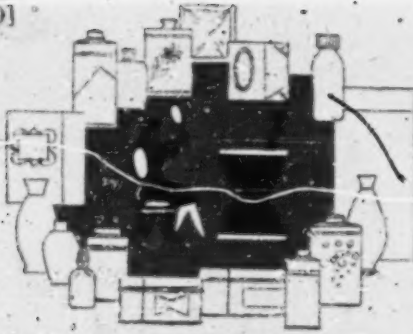
Shares Held By	Number of Holders	%	Shares Held	%	Average No. Shares Per Holder
Men	10,202	36.5	715,054	19.5	70
Women	13,620	41.6	659,026	17.7	56
Joint Tenants	2,428	8.7	85,412	2.3	35
Fiduciaries	2,275	8.1	223,917	6.1	98
Brokers	211	.8	239,380	6.6	1,135
Nominees	471	1.7	1,319,134	36.0	2,801
Institutions and Foundations	259	.9	108,886	3.0	470
Corporations, Insurance Companies, Investment Trusts, etc.	475	1.7	322,559	8.8	679
TOTAL	27,941	100.0	3,664,368	100.0	

Of the total number of shareholders shown in the table above, 263 holding 39,356 shares were located in foreign countries; 7,363 or 26% held 10 shares or less, and 3,593 or 13% owned over 100 shares each.

Charles B. Stauffer

Vice President - Finance

[fol.1780]



PACKAGING – and Its Expanding Markets

From the day a baby is born, he is a new and important customer for the packaging industry. Milk, formula, medicinals, powders, oils, clothing – literally dozens of new packaged products are essential to satisfy his manifold needs. And from infancy to old age, he continues to use packaged products, many times a day, every day of his life.

Of special interest, then, is our increasing population – from 151 million in 1950 to an estimated 165 million in 1955 and an anticipated 190 million in 1965. Men now live 18 years longer than they did in 1910, and women, about 20 years. The population factor alone provides an ever-expanding base for the packaging industry. This is added to daily by the new demands for packaging service.

Another characteristic of the packaging industry is that it serves the consumers in all economic levels. A low-income family may buy cheaper foods, but they will buy almost as much and, regardless of price, these foods are usually packaged. This is true not only of foods but also of cosmetics, tobacco, coffee, and hundreds of other commodities.

Our American way of life, hence, is a packaged way of life. As a matter of taste, convenience and necessity, we demand packaging if it is at all possible. And our economic system of mass production and mass distribution depends very largely upon packaging to protect, to help sell, to provide more satisfaction in the goods contained.

When we consider our high American standard of living, we usually think in terms of goods. Perhaps we should first think of packaging. For more often than not it is the science of packaging that has turned luxuries into commonplace necessities; and this has provided for year-round abundance. In every field, new products, and old products in quest of a competitive advantage, turn to packaging for better consumer acceptance.

Continental stands broadly astride this ever-expanding market. Some 15 years ago, your Company was literally a "can" company. Today, Continental's position in the growing metal container industry is stronger than ever before. But paralleling this growth of the Metal Division has been a lateral expansion into new packaging fields. In flexible packaging, paper plates, paper cups and containers; fibre shipping drums; bottle caps and jar closures; plastic squeeze bottles and tubes – and in scores of subdivisions of these product groupings – the Company is probing new markets, finding new opportunities for growth and expansion and constantly increasing its production facilities to keep pace with the increasing demands.

Peter F. Wojtyla

Vice President – Sales

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[fol. 1781]



Continental Can Company, Inc.

COMPARATIVE CONSOLIDATED BALANCE SHEET**ASSETS****CURRENT ASSETS:**

	DECEMBER 31, 1959	DECEMBER 31, 1958
Cash	\$ 30,246,181	\$ 12,703,139
Accounts and Notes Receivable	\$ 39,394,980	\$ 35,618,197
Less Reserves	1,776,892	1,695,887
Inventories, at the lower of cost or market:		
Raw Materials	29,624,788	28,762,590
Work in Process and Finished	69,386,290	69,426,348
Supplies	12,244,066	13,603,072
	114,235,144	111,792,010
Less Reserve for Obsolescence	540,061	422,283
TOTAL CURRENT ASSETS	178,579,352	162,995,176

INVESTMENTS IN AND ADVANCESTO ASSOCIATED COMPANIES AND SUBSIDIARIES
NOT CONSOLIDATED

7,481,198 7,371,589

DEBITORS WITH MUTUAL INSURANCE COMPANIES

1,341,647 1,486,287

FIXED ASSETS (at cost):

Land	5,274,010	5,272,372
Buildings and Equipment	248,264,441	230,770,116
Construction in Progress	11,964,917	12,949,806
Other	11,673,410	10,435,287
	277,176,778	259,427,581
Less Reserves for Depreciation and Depletion	88,164,386	78,246,625
	189,012,392	181,170,956

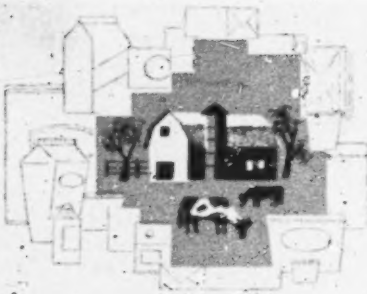
PREPAID EXPENSES AND DEFERRED ASSETS

5,502,572 4,918,404

\$381,917,101 \$357,940,412

See Notes on Page 18

[fol. 1782]



LIABILITIES

CURRENT LIABILITIES:

Bank Loans
Accounts Payable and Accrued Expenses
Sinking Fund Debentures and Premium thereon,
due within one year
Tax Accruals

TOTAL CURRENT LIABILITIES

OPERATING RESERVES

PREMIUM ON 3% SINKING FUND DEBENTURES,
LESS EXPENSES

LONG TERM DEBT:

3% Sinking Fund Debentures, due 12/1/65
3 1/4% Sinking Fund Debentures, due 12/1/65
3 1/4% Debentures, due 10/15/76
3 1/4%-3 1/4% Sinking Fund Debentures,
due 11/1/95
3 1/4% Promissory Notes, due 11/1/95

SHAREHOLDERS' EQUITY:

\$3.75 Cumulative Preferred Stock (without par
value) (Note A):

Authorized and Issued 150,000 shares

Common Stock (\$2.50 par value):

Authorized Shares:

1955 - 10,000,000; 1954 - 5,000,000

Issued shares (Note B):

1955 - 3,664,403; 1954 - 3,646,533

Surplus Appropriated for Common Stock Dis-
tribution on February 15, 1956 (Note B)

Capital Surplus (Note C)

Earnings Retained in the Business

Appropriated for Excess Replacement

Costs of Fixed Assets

Appropriated for Inventory Price Decline

or Other Contingencies

Unappropriated (Note D)

Less Common Stock in Treasury, at cost -
2,565 shares

DECEMBER 31, 1955

DECEMBER 31, 1954

\$ 1,900,000

41,489,545

24,373,991

67,763,536

1,224,880

\$ 1,496,000

13,650,000

39,502,000

25,000,000

79,648,000

15,000,000

73,288,060

77,494,500

5,624,900

9,700,000

6,170,000

46,124,363

233,411,823

131,138

\$381,917,101

\$ 17,650,000

37,445,432

12,999,438

22,569,926

80,664,796

1,495,102

227,182

\$ 37,815,000

3,680,000

14,100,000

55,595,000

15,000,000

72,930,660

36,557,447

9,700,000

6,170,000

79,731,263

220,089,470

131,138

\$356,940,412

[fol. 1783]



Continental Can Company, Inc.

COMPARATIVE CONSOLIDATED STATEMENTS

INCOME

	YEAR 1955		YEAR 1954	
Net Sales and Operating Revenues		\$666,266,408		\$616,163,898
Cost of Goods Sold and Operating Expenses		577,340,947		541,237,674
Gross Operating Income		88,925,461		74,926,224
Selling and Administrative Expenses	\$39,361,541		\$35,026,098	
Provision for Doubtful Notes and Accounts	197,130	39,558,571	179,039	35,205,137
Net Operating Income		49,366,790		39,721,087
Income from Sales of Capital Assets and Securities	641,071		2,871,969	
Dividends and Interest on Securities and Investments	540,256		475,798	
Other Income and Interest	712,017	1,893,344	647,778	3,995,545
		51,260,134		43,716,632
Interest and Exchange	1,092,985		939,550	
Interest on Long Term Debt	1,894,931	2,987,916	1,840,183	2,779,733
		48,272,218		40,936,899
Provision for Taxes on Income		24,100,000		20,200,000
Net Income		\$ 24,172,218		\$ 20,736,899

Note: Provision for Depreciation and Depletion amounted to \$13,606,857 in 1955 and \$11,977,425 in 1954.

See Notes on Page 18



Notes to **FINANCIAL STATEMENTS**

A

At December 31, 1955, the Company also had authorized but not issued 145,650 shares of Second Preferred stock (without par value).

B

On January 4, 1956, the Company issued 210,000 additional shares of Common stock in exchange for all of the outstanding capital stock of White Cap Company. The investment in the capital stock of White Cap Company was recorded on the books of the Company at \$14,096,250, of which \$4,200,000 was credited to Common stock and \$9,896,250 was credited to Capital Surplus.

On February 15, 1956, the Company distributed in additional 3,874,725 shares to the holders of its Common stock (record date January 10, 1956) in the ratio of one additional share for each share then outstanding. At December 31, 1955, an amount of \$77,494,560 was appropriated for this purpose, obtained partly from Capital Surplus and partly from Unappropriated Earnings Retained in the Business.

C

Capital Surplus decreased during the year by \$30,922,647, reflecting a \$326,900 excess of consideration received over the par value of Common stock sold under the Employees' Stock Purchase Plans and an appropriation of \$31,249,547 for the Common stock distribution on February 15, 1956.

D

The Company's Certificate of Incorporation, the 3 3/4 % Promissory Notes due November 1, 1995, and the various indentures relating to the Company's debentures limit the amount which may be expended for the payment of cash dividends and the purchase, redemption, or retirement of the Company's capital stock. At December 31, 1955, under the terms of the most restrictive of these documents, the Company could not apply more than approximately \$21,400,000 to such purposes.

E

Reference should be made to the indicated sections of the text of this Annual Report for information as to the following matters: Valuation of Inventories, page 9 ("Working Capital"); Tax Provisions and Accruals, pages 8 ("Earnings") and 9 ("Working Capital"); Investments, page 10; Employees' Pensions and Employees' Stock Purchase Plans, page 10 ("Employees and Employee Benefits").

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[fol. 1786]

AUDITORS' REPORT

HASKINS & SELL
CERTIFIED PUBLIC ACCOUNTANTS

67 BROAD STREET
NEW YORK 4

February 17, 1956.

To The Board of Directors and Shareholders,
Continental Can Company, Inc.:

We have examined the consolidated balance sheet of Continental Can Company, Inc. and its subsidiary companies consolidated as of December 31, 1955 and the related consolidated statements of income and the retained earnings retained in the business for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as were considered necessary in the circumstances.

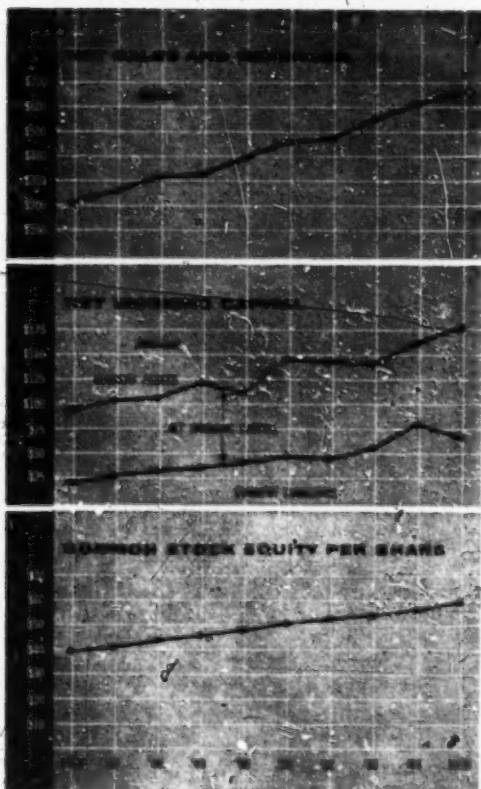
In our opinion, the accompanying consolidated balance sheet and consolidated statements of income and retained earnings retained in the business present fairly the consolidated financial position of the companies at December 31, 1955 and the consolidated results of their operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Haskins & Sell

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[fol. 1787]



7



INCOME STATISTICS

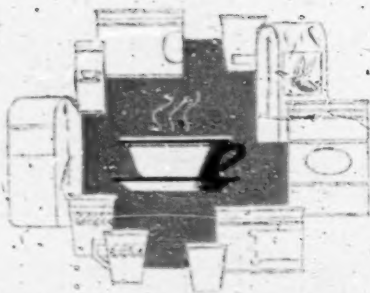
1938	1928
Net Sales and Operating Revenues	\$ 644,280
Net Earnings before Income Taxes	\$ 48,272
Per cent on sales	7.3%
Net Earnings after Income Taxes	\$ 24,172
Per cent on sales	3.6%
Net Earnings applicable to Common	\$ 23,616
Per share	\$ 6.48
Preferred Dividends	\$ 348
Common Dividends	\$ 10,872
Per share	\$ 3.00
Net Earnings Retained	\$ 12,636
Appropriated for contingencies	\$ 2,000
Depreciation and depletion	\$ 13,500

BALANCE SHEET STATISTICS

1938	1928
Current Assets	\$ 28,510
Current Liabilities	\$ 67,763
Net Working Capital	\$ 110,816
Ratio Current Assets to Current Liabilities	2.6-1
Plant and Equipment - Net	\$ 169,012
Long Term Debt	\$ 79,648
Preferred Stock	\$ 13,000
Common Stock Equity (Includes Reserves)	\$ 253,400
Per share	\$ 39.90
Number of Common Shares	1,634,400

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1954	1953	1952	1951	1950	1949	1948	1947	1946
616.16	554.437	576.555	460.595	397.861	331.495	319.722	266	212.924
40.937	31.431	27.768	33.986	26.198	19.553	23.713	20.560	9.763
6.6%	5.7%	5.8%	7.4%	6.6%	5.9%	7.4%	7.7%	4.6%
20.737	15.683	14.388	15.211	14.873	12.351	14.812	12.810	6.163
3.4%	2.8%	3.0%	3.3%	3.7%	3.7%	4.6%	4.8%	2.9%
20.115	14.833	13.381	14.582	14.311	11.788	14.249	12.247	5.600
5.52	4.29	4.22	4.61	4.53	5.73	4.51	3.88	1.96
622	848	1,007	629	463	563	563	563	563
9,646	8,070	6,281	6,291	6,314	4,738	4,738	3,874	2,861
270	240	200	200	200	150	150	125	100
70,469	6,763	7,100	8,291	7,992	7,050	9,511	8,373	2,740
11,971	10,378	8,548	8,286	7,328	6,789	6,113	5,699	5,362

Before appropriation for contingencies.

DECEMBER 31

1954	1953	1952	1951	1950	1949	1948	1947	1946
162,995	141,439	144,005	146,336	112,509	122,913	106,565	104,307	94,159
80,665	55,546	46,367	48,329	42,327	36,753	34,282	22,734	21,133
82,330	85,893	97,638	98,007	70,242	86,160	72,283	76,573	73,026
2.0-1	2.5-1	2.1-1	3.0-1	2.7-1	3.3-1	3.1-1	3.8-1	4.5-1
181,421	166,544	148,711	142,558	129,309	108,588	105,226	94,328	81,982
55,595	58,580	61,565	63,190	46,635	51,300	32,200	32,900	33,600
15,000	18,849	25,451	25,451	15,000	15,000	15,000	15,000	18,000
206,812	187,620	169,495	163,575	153,606	145,500	139,630	130,452	113,200
56.71	54.25	48.43	51.08	48.60	46.06	44.21	41.37	39.55
3,646,533	3,458,429	3,172,242	3,163,247	3,160,101	3,158,601	3,158,601	3,157,781	2,862,434

Figures restated as in 1950 Annual Report.

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[fol. 1789]



THE BOARD OF DIRECTORS



Stephen D. Bechtel
President of Bechtel Corporation, San Francisco, Calif., engineers and constructors



Paul C. Cabot
President of State Street Investment Corporation, Boston, Mass.



Arthur G. Chase
Chairman of the Board of Precision Castings Company, Inc., Fayetteville, N. Y., manufacturers of die castings



Lucius D. Clay
Chairman of the Board of Directors of the Company



Carl C. Conroy
Chairman of the Executive Committee and Consultant to the Company



George P. Edmunds
President of Wilmington Trust Company, Wilmington, Delaware



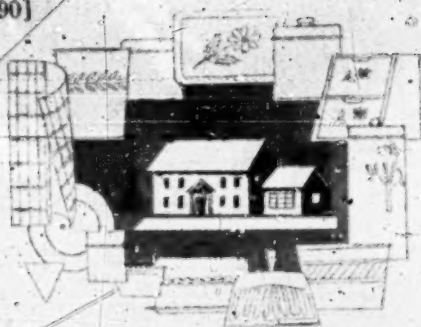
Hans A. Eggers
President of the Company from December, 1946 to December 31, 1955, date of retirement



Francis L. Elmendorf
Senior Vice President of Robert Heller & Associates, Inc., Cleveland, Ohio, management consultants

[fol. 1790]

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H. Bartow Farr
*Attorney, partner in
law firm of Walkie
Owen Farr Gallagher
& Walton, New York,
N. Y.*



Thomas C. Fogarty
*President of the Com-
pany*



John M. Franklin
*President of United
States Lines, New
York, N. Y.*



John L. Johnston
*Director of Phillips
Petroleum Company
and Manufacturers
Trust Company*



Junius S. Morgan
*Director and Mem-
ber of the Executive
Committee of J.P.
Morgan & Co., In-
corporated, New
York, N. Y.*



William I. Myers
*Dean of the New York
State College of Agri-
culture at Cornell
University, Ithaca,
N. Y.*



Sidney J. Weinberg
*Partner in Goldham,
Sachs & Co., New
York, N. Y., invest-
ment bankers*

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[fol. 1791]



Continental Can Company, Inc.

Continental Can Building 140 East 42nd Street, New York 17, N. Y.

THE OFFICERS

**Chairman of the Board
President**

**LUCAS D. CLAY
THOMAS C. FOGARTY**

METAL DIVISION

Executive Vice President (Metal Division): THOMAS L. PETER
Vice President (Pacific): HOMER M. BERRY
Vice President (Coastal): WILLIAM M. CAMERON
Vice President (Europe): DAVID R. McJANNET

STAFF VICE PRESIDENTS

Research & Engineering Consultant: PAUL E. PRADON
Finance: CHARLES R. STAUFFACHEN
Sales: PETER F. WITTEL

**CONTROLLER
GEOFFREY J. BARRY**

**ASSISTANT SECRETARY
WALTER BEEZ**

NON-METAL DIVISIONS

Executive Vice President (Non-Metal Division): LOWRENT WILKINSON
Vice President, Shellvac-Zeller Division: BENJAMIN C. BETHES, JR.
Vice President, Paper Drum Division: CARL E. BARNES
Vice President, Crown & Cork Division: JOHN G. MURPHY
General Manager, Paperboard Division: IRVIN W. SALL
Vice President, Paper Container Division: EUGENE K. VAN ALSTON
Vice President (President: White Cap Company): PHILIP OT. WATSON

OTHER DIVISIONS

President, Canadian Division: FRANK A. WHITFALL
General Manager, Oxychem Division: LOWELL K. HARRISON

**SECRETARY AND TREASURER
LOREN R. DUNN**

**ASSISTANT TREASURER
PETER S. NOLD**

OPERATING SUBSIDIARIES

CONTINENTAL CAN COMPANY
OF CANADA LTD.
Montreal, Canada

CONTINENTAL CAN CORPORATION
Havana, Cuba

THE CONTAINER COMPANY
Van Nuys, Calif.

WALLACE CLARKSON COMPANY
Santa Ana, California

WHITE CAP COMPANY
Chicago, Illinois

Chairman of the Board: GEORGE P. WHITE

President: PHILIP OT. WATSON

Vice President: WALTER B. WHITE, JR.

Vice President: JAMES K. DONOHUE

Chief Physicist and Secretary: RONALD F. WHITE

Treasurer: J. H. FARMER

TRANSFER AGENTS

BANKERS TRUST COMPANY
New York, N. Y.

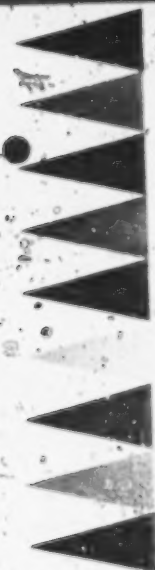
NATIONAL TRUST COMPANY, LIMITED
Toronto and Montreal, Canada

REGISTRARS

BANKERS TRUST COMPANY
New York, N. Y.

FARMER TRUST COMPANY
Toronto and Montreal, Canada

[fig. 1792]

**METAL DIVISION**FIBRE DRUM AND
PAPERBOARD
DIVISIONSPAPER
CONTAINER
DIVISIONCROWN AND
CORK DIVISIONSHELLMAR
BETNETP
DIVISIONEQUIPMENT
MANUFACTURINGCANNERY
EQUIPMENT AND
CAN HANDLING
SERVICEWHITE CAP
COMPANYCANADIAN
DIVISION

Auburndale, Ill.
Baltimore, Md.
Birmingham, Ala.
Chicago, Ill.
Cincinnati, O.
Cleveland, Ohio
Denver, Colo.
Detroit, Mich.
Houston, Tex.
Indianapolis, Ind.
Los Angeles, Calif.
Memphis, Tenn.

Method, Mich.
Pittsburg, Cal.

Chicago, Ill.
Kensington, Conn.

Chicago, Ill.
Los Angeles, Calif.
Milwaukee, Wis.

Birmingham, Ala.
Columbus, Ga.
Dallas, Tex.

Chicago, Ill.
Baltimore, Md.

Calgary, Alberta
Hinton, Ont.

METAL DIVISION

Baltimore, Md.
Los Angeles, Calif.
Mankato, Minn.
Milwaukee, Wis.
Oakland, Calif.
Omaha, Neb.
Pawson, N. J.
Pittsburg, Cal.

FIBRE DRUM DIVISION

Reading, Pa.
St. Louis, Mo.

PAPER BOARD DIVISION

Hopewell, Va.

PAPER CONTAINER DIVISION

Los Angeles, Calif.
Memphis, Tenn.

Pittsburgh, Pa.
Portland, Ore.
Sacramento, Cal.
Seattle, Wash.
St. Louis, Mo.
Stockton, Cal.
Syracuse, N. Y.
Tampa, Fla.
Tulsa, Okla.
Walla Walla, Wash.
Worcester, Mass.

Unionville, N. Y.
Van Wert, O.

CROWN AND CORK DIVISION

New Orleans, La.
Tulsa, Okla.

Newark, N. J.
Three Rivers, Mich.

Santa Ana, Calif.
Wilmington, Del.

SHELLMAR BETNETP DIVISION

St. Vernon, Ala.
Newark, N. J.

Richmond, Va.
South Gate, Cal.
Hawthorne, N. J.

EQUIPMENT MANUFACTURING

St. Louis, Mo.

Syracuse, N. Y.

CANNERY EQUIPMENT AND CAN HANDLING SERVICE

Chicago, Ill.

Hawthorne, Cal.

WHITE CAP COMPANY

Chicago, Ill.

CANADIAN DIVISION

New Toronto, Ont.
St. Louis, Mo.

Toronto, Ont.
Vancouver, B. C.

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[Vol. 1793]

GOVERNMENT'S EXPOSURE 1212

ANNUAL REPORT



1956

CONTINENTAL CAN COMPANY, INC.



Serving Industry

Serving America

CONTENTS	The Board of Directors and Officers	Inside Front Cover
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	Plant Locations, Operating Subsidiaries Transfer Agents and Registrars	36-Inside Back Cover

CONTINENTAL CAN COMPANY, INC.

Continental Can Building, 100 East 42nd Street, New York 17, N. Y.



The cover picture symbolizes the three principal product groups of the Company: metal, glass and plastic, and paper.

Annual Meeting The Annual Meeting of the Shareholders will be held at the Biltmore Hotel, Madison Avenue and 43rd Street, New York City on Tuesday, April 23rd, 1957, at 11 o'clock, A.M., New York City time. Proxies and proxy statements for such meeting will be mailed to each Common shareholder on or about March 18th, 1957.

{fol. 1796}

Sales pass billion dollar mark for first time.
 Broader horizons in packaging through mergers -
 Hazel Atlas Glass, White Cap and Robert Clair Company
 Earnings continue improvement - reach new high levels
 1957 outlook - favorable.

HIGHLIGHTS OF THE YEAR

NET SALES

\$1,010.3 million

Exceeded by \$80.9 million or 8.7% combined 1955 sales of merged companies.

Up \$144 million from sales of \$866.3 million reported by Continental in 1955.

NET EARNINGS

\$4.71 per Share

Compare with \$3.22 per share (after 100% Stock dividend) reported by Continental in 1955 and \$3.34 per share for the combined companies on comparable basis.

Increased \$7.7 million from 1955 on combined basis and \$40.6 million from amount reported by Continental in 1955.

Represented 8.8% on sales vs. 7.2% reported by Continental in 1955.

\$88.9 million

before income taxes

From \$81.2 million from 1955 on combined basis and \$18.9 million from amount reported by Continental in 1955.

Represented 4.5% on sales vs. 3.6% reported by Continental in 1955.

\$45.1 million

after all charges

COMMON DIVIDENDS

\$1.50 per Share

Increased from \$1.50 per share (adjusted for 100% Stock dividend) paid in 1955. On a combined basis Common dividends totaled \$26.5 million, compared with \$18.5 million in 1955.

The merged companies reinvested 43.5% of the combined net earnings, after all charges, in 1956 and 46.8% in 1955.

EARNINGS RETAINED
IN BUSINESS

\$80.9 million

PROPERTY, PLANT AND
EQUIPMENT (NET)

\$245.4 million

Total for combined companies increased \$51.7 million from 1955. Increased \$154.4 million from total reported by Continental in 1955, including increase of \$25 million in timberlands.

NET WORKING CAPITAL

\$139.8 million

On a combined basis, working capital declined \$10 million from 1955. Compared with the amount reported by Continental in 1955, it showed an increase of \$29 million.

PAPERBOARD AND PAPER
PRODUCTION

1,012,400 tons

Combined tonnage increased 39,600 tons.

NUMBER OF EMPLOYEES

53,790 average

Compare with average of 53,882 for combined companies in 1955.

TOTAL ASSETS

\$655.7 million

Up \$62.5 million from combined amount of December 31, 1955.

Represented an investment of \$11.762 per employee.

COMMON SHARES

11,174,805 Shares

Represented an issue of 1,143,750 shares over shares reported by Continental in December 31, 1955, after adjustment for 100% Stock Dividend.

Increased from 11,031,055 holders reported by Continental in 1955.

53,809 Holders

Once again your Company has established new high records for both sales and earnings, both as it was constituted at the first of 1956, as well as after its mergers with the Hazel-Atlas Glass Company and with the Robert Gair Company. The highlights of the year are shown on the opposite page while a more detailed Financial and Operating Review follows on pages 21 to 25.

On September 13, the Hazel-Atlas Glass Company, an important manufacturer of glass containers, glassware, and metal closures was merged into Continental Can Company; and the merger with the Robert Gair Company, a leading producer of folding cartons, shipping containers, paperboard, and other paper products was consummated on October 26. The operations of these companies for the full year of 1956 have been added to those of the Continental Can Company as it existed prior to the mergers and, where noted, figures for the prior year have been restated for comparative purposes.

We have made every effort to present this information in a form which will enable you to clearly see the effect the addition of these companies has had.

Sales and Earnings

The combined sales for the year were in excess of one billion dollars, amounting to \$1,010.3 million. Earnings were \$88.9 million before income taxes and \$43.1 million after all charges, up 8.8 percent and 11.5 percent from the previous year. These earnings per Common share basis were \$3.71 in 1956 as compared to \$3.34 per Common share on a comparable basis earned in 1955.

Miscellaneous Acquisitions

During the year your Company also acquired the White Cap Company, manufacturer of metal closures, principally for glass jars, and the Canadian Crown Cork Co., Limited, which makes beer and beverage crown caps. On June 28, your Company entered into a modest investment on an equal basis with the Cochran Foil Company of Louisville, Kentucky, in a plant to manufacture aluminum foil containers.

Your Company started a program of diversification in packaging with the acquisition of a small paper container business in Utica, N. Y. in 1942. Subsequently, companies engaged in the manufacture of crowns, fibre drums, specialty bags, flexible packaging, paper cups, paper plates, and plastic bottles were acquired as a part of the diversification program. These acquisitions were not made merely to increase volume, because it is not the objective of your Management to become big just for the sake of bigness. They fitted into a program designed to give Continental Can Company a well-rounded operation; able to offer quality and competitive service in the broad fields of packaging. The importance of packaging to our economic life, the revolution in packaging methods in recent years, and the continuing

[fol. 1798]

evolution of new materials and new packages convinced us we must be represented in all fields if we hope to satisfactorily serve our customers who, in turn, serve the American consumer. We are well established in the several packaging fields although we are not the largest producer in any major field.

We feel confident of our ability to compete successfully in this dynamic, rapidly growing industry and to apply our research and engineering development to ensure that in the future we shall continue to produce better containers, more efficiently. We do not believe that a container manufacturer can be restricted to the use of a particular material in an economy in which new materials are being developed constantly, and in which old materials are being applied to new and different purposes.

We have tried to point out on pages 8 to 20 of this report the facilities and products which result from these mergers and have presented our philosophy in developing them to produce the packaging of the future.

The government brought suit to stop our acquisition of the Hazel-Atlas Glass Company alleging violation of the anti-trust laws. The courts refused to stop the merger, and the government anti-trust action is still pending. Later, on October 30, following the merger of the Robert Gair Company into your Company, the government brought an anti-trust action in New York, claiming that the merger lessened competition and created a competitive advantage in violation of Section 7 of the Clayton Anti-trust Act. Your Management and its general counsel believe these mergers violate neither the letter nor the spirit of the anti-trust laws. On the contrary, we believe that we bring into the packaging industry a heightened spirit of competition which will benefit both our customers and the consumer.

Management

Four former directors of the Robert Gair Company—George E. Dyke, Raymond F. DeVoe, Robert L. Fitts, and Parker Newhall—were named directors of your Company, with Mr. Dyke also being elected Vice Chairman of the Board. Mr. DeVoe, along with Norman F. Greenway, a senior Vice President of Gair, and Howard G. Lewis, Executive Vice President of Hazel-Atlas Glass Company, became Vice Presidents of your Company. Mr. Fitts also was elected a Vice President, but due to ill-health resigned last month both as an officer and a director. It was with much regret that we accepted his resignation and in his place as Vice President, we appointed John C. Michaud. Arthur G. Chase, a valued director of your Company for many years, now beyond the age limit for directors, resigned as an active director to be designated as an honorary director. Other changes in Management are set forth on page 25 of the Financial and Operating Review of this report.

Labor Relations

Our contract negotiations with the United Steelworkers of America (C.I.O.) resulted in the establishment of a three-year agreement on wages with provision for automatic increases on October 1, 1957 and October 1, 1958. We have also entered into three-year agreements with several other unions in our paper container and printing operations. We believe that these three-year con-



tracts will result in further improvement in Labor-Management relations. On the whole, these relations were good in 1956 and contributed materially to the excellent financial showing for the year. We propose to continue our efforts to improve understanding between Labor and Management. We are confident that the people who work for Continental Can Company want to contribute to its progress and that they have a real interest in efficient production.

Capital Expenditures

Your Company spent \$80.5 million for capital improvements in 1956, including \$6.9 million spent by Hazel-Atlas, \$2.5 million by White Cap, and \$22.5 million by Robert Gair. In addition to these capital expenditures, \$12.1 million were spent for land and buildings on lease-back arrangements.

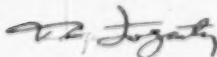
New plants in process during the year include metal can plants in Cincinnati and in the Metropolitan New York area; a new paper container plant in Three Rivers, Michigan; and a new glass plant in Plainfield, Illinois. Extensive improvements are also being made at the Hopewell, Virginia, and Hodge, Louisiana, paper mills. Your Company continued to acquire woodlands throughout the year to support its several paper mill operations.

We plan to spend \$170 million in capital improvements over the next few years exclusive of some additional facilities to be financed on lease-back arrangements. We believe these expenditures are necessary to provide facilities for the expanding markets for our products, and to reduce costs through the introduction of faster and more efficient equipment.

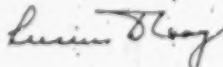
Outlook

We believe that the country will enjoy a high level of economy in 1957, in which there will be continued growth in all segments of your Company's operations. Our plants and facilities are in excellent shape, and with labor peace assured we anticipate another good year. The full advantages of our recent mergers will only begin to show in 1957, as the full savings in overhead to be derived from them must be attained gradually. Nevertheless, we anticipate that these recent acquisitions will contribute their proportionate share to the sales and earnings of your Company in 1957 and even more in the years ahead. Your Management believes the Continental Can Company to be an alert and capable organization which, with the broadened base of products and materials for packaging, expanded research and engineering development, is prepared as never before to meet the ever-changing needs of our customers, for in serving them well we are fulfilling our objective as a company of "Serving Industry - Serving America".

By order of the Board of Directors.



President



Chairman of the Board

March 11, 1957



[R.L. 1800]



THE FINANCIAL YEAR

What we received and what we did with it

	1988	1988 Combined*	1988 As Previously Reported	1988 Per Common Share	1988 As Previously Reported Per Common Share*
Total (Millions)	Total (Millions)	Total (Millions)	Total (Millions)		
Income					
Net amount billed to customers and other income	\$1,013.1	\$932.1	\$669.2	\$90.66	\$91.18
Expenses					
For salaries and wages to employees	251.6	228.8	146.8	22.52	20.03
For employees' benefits - (vacations, pensions, social security, rest periods, etc.)	53.7	46.2	32.2	4.81	4.39
For materials and outside services	582.1	542.4	419.5	52.09	47.24
For taxes of all kinds (except on purchases and for social security)	32.8	48.3	28.9	4.72	3.95
For wear and tear on plants and tools	23.4	22.2	13.6	2.09	1.86
For interest on money borrowed and exchange	5.5	4.2	3.0	.49	.41
Total	969.1	892.1	644.0	86.72	87.88
Minority Interest in Income of Subsidiary	.9	1.3	—	.08	—
Balance (Net Income)	43.1	38.7	24.2	3.86	3.30
Used for dividends to Preferred shareholders	1.6	1.4	—	.15	.08
Available after payment of Preferred dividends	41.5	37.3	24.2	3.71	3.22
This Was Used For					
Dividends to Common shareholders	20.6	18.4	11.0	1.84	1.50
Reinvestment in the business	20.9	18.9	12.6	1.87	1.72
	\$ 41.5	\$ 37.3	\$ 23.6	\$ 3.71	\$ 3.22

*See note 1 on page 33

*Adjusted for 100% Stock Dividend

1956 IN BRIEF

What we had to work with at end of year

Our Working Capital

Money and short term securities
 Amount due from customers and others
 Materials and products for use or sales

In terms of cash, the above amounted to

Against this, we owed for bank loans, commercial paper, bills, payroll, taxes, dividends, etc.

After paying what we owed currently, the amount of working capital left to run the business was

Our Tools and Other Assets

Land, buildings and equipment, after allowance for wear and tear

Investments, advances and other assets

Total of What We Had to Work With

Against this, we owed long-term debt

Minority Interest in Subsidiary

The Remaining Balance

representing the shareholders' interest in the business was

Of the above, the Preferred shareholders' investment was

This Left as the Value of the Common

Shareholders' Interest in the Company, including operating reserve

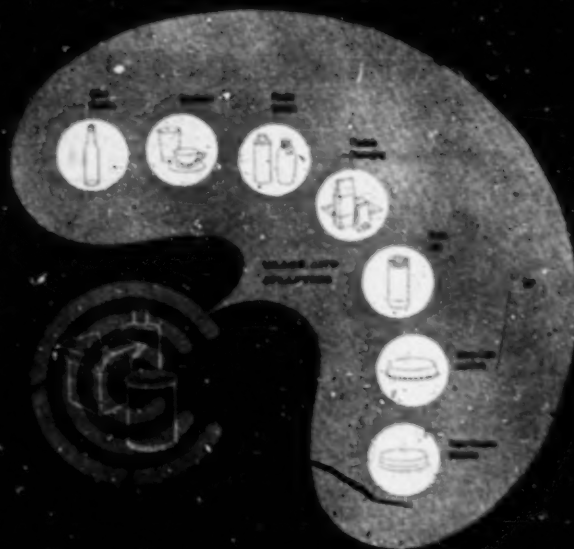
1955	1955 Combined*	1955 As Previously Reported	1956 Per Common Share	1956 As Previously Reported Per Common Share*
Total (Millions)	Total (Millions)	Total (Millions)		
\$ 39.9	\$ 61.0	\$ 30.3	\$ 3.37	\$ 4.13
72.8	57.9	37.6	6.51	5.13
158.9	141.3	110.7	14.22	15.11
271.6	260.2	178.6	24.30	24.37
131.8	90.3	67.8	11.79	9.25
339.8	169.9	110.8	12.51	15.12
343.4	289.7	189.0	30.73	25.79
18.7	19.0	14.3	1.88	1.95
501.9	478.6	314.1	44.92	42.86
116.4	115.4	79.6	10.42	10.86
8.8	8.3	—	.79	—
376.7	354.9	234.5	33.71	32.00
38.4	38.8	15.0	3.44	2.05
\$338.3	\$316.1	\$219.5	\$30.27	\$29.95

*See note 1 on page 31

*Adjusted for 100% Stock Dividend

[fol. 1802]

THE NEW LOOK



AT CONTINENTAL

The many different types of packages on the preceding page show—at a brief glance—the 'new look' that Continental presented to its Shareholders and customers at the end of 1956.

Many of Continental's Shareholders, customers and friends have known the Company for years. But there are also many newcomers, particularly among the owners of the Company, who are not acquainted with the nature and breadth of our product lines. We believe a review of our products and the place which they hold both in today's markets and in the projected markets of tomorrow will be of interest.

The "WHY" of Packaging's Growth

The packaging industry reflects the dynamic forces which have provided the progress and prosperity which our economy enjoys today. Among the more basic of these are marked population growth, rapid industrial expansion, and the ever-increasing variety of goods and services offered to the American consumer. As our "horn of plenty" becomes more abundant, our need for more and better packaging expands.

This economic growth has been accompanied and aided by strong competitive forces. In the packaging industry the competitive situation can thus spell opportunity for the alert package manufacturer, or hardship for one who fails to recognize and adapt to new developments. For the dominant characteristic of packaging demands today is their variety. At the same time, they call for improvement in quality and manufacturing methods. The focus of these demands is an ever-shifting one—on new merchandising advantages, on low-cost, convenient and more attractive ways of presenting packaged goods.

This process of competitive growth is not new. Just as the railroads shattered the dreams of the canal-builders, just as horses and mules were replaced with the advent of gasoline-powered vehicles, similar changes have taken place, and will continue to take place, in packaging. Half-bushel baskets, cloth bags, wooden barrels—to name just a few, largely have been supplanted by other packages. Consider all the new packaged goods that have appeared within less than a generation—detergents, soluble coffee, frozen foods—to mention a few. Consider how differently motor oil, beer, coffee, citrus products, bakery goods and many other commodities were packaged for consumer use 25 years ago.

In keeping with its motto—"Serving Industry—Serving America"—Continental has long pursued a policy of both improving and diversifying its product lines in order to service its varied and ever-broadening customer fields. At the same time it has sought to establish itself among the leaders in each of its packaging fields.

The result of these policies has been a dramatic growth for Continental. Equally dramatic, however, has been the growth of the packaging industry—and more basically, the rise of the American economy and our standard of living. Thus Continental's ten-fold increase in packaging sales during the past two decades has enabled it to do little more than keep pace with the growth of the packaging industry.

Continental's Present Position

In 1956 Continental became by far the most comprehensive packaging company with the acquisitions of the White Cap Company, the Hazel Atlas Glass Company and the Robert Gair Company. Continental, as a result, can now supply American industry with a broad line of packaging products and services. It can now meet packaging demands, whether the container required is made of metal, paper, fibre, plastic, glass or composite materials.

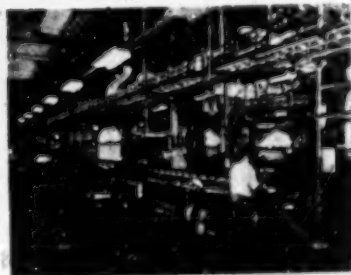
To complement the Company's philosophy of product improvement and diversification, an organization policy of decentralization has been pursued and effected. Leadership in each of the packaging fields is sought by providing individual attention to their respective service and quality needs. Each operating division within Continental performs the sales, manufacturing and research functions in its particular field. Each is an effective industry competitor and equipped to provide the highest quality and service. In addition, the Company is uniquely equipped to deal with the packaging industry as a whole through its broad base of trained personnel, research, and manufacturing knowledge.

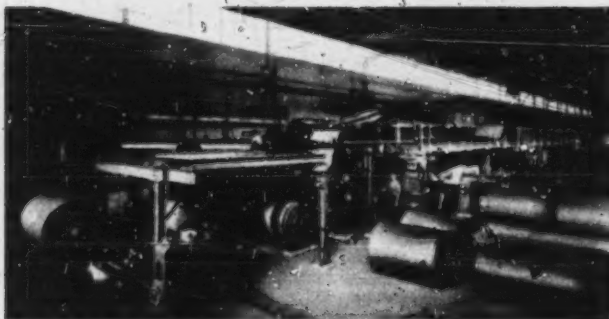
Continental's gradual development to its present position has been the result of a long-term Management philosophy stemming from a belief in America's economic expansion and the natural corollary of industry's increasing need for better and more varied packaging. This philosophy and the



In a Continental equipment manufacturing division plant, many types of machines are built for our can manufacturing plants.

The can body turning and side seam soldering operations are made on one machine in a can plant, after which the cans are conveyed in flight for flanging of tops and bottoms.





On this combiner at Gair Company Canada Limited's Toronto Container Plant, containerboard from three separate rolls is brought together to form a single web of corrugated board for shipping containers.

development it has fostered also serves to protect and improve the Shareholders' position. The assets of the Company represent a strategically located group of facilities to produce a range of product lines which can meet packaging problems where and when they occur. Most important, they represent a breadth of knowledge and a devotion to research and development, both of which are essential in serving America's packaging needs.

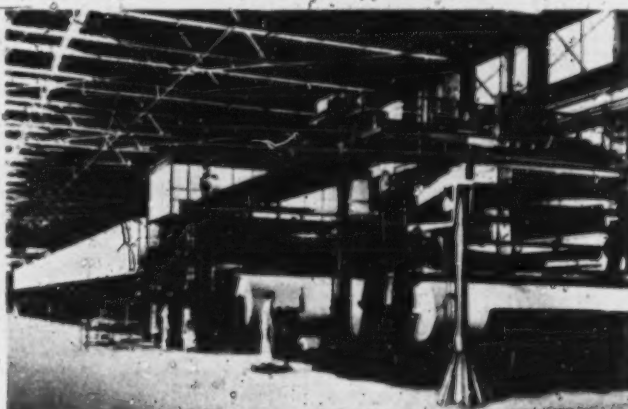
Of prime importance to the Company and its Shareholders are the many customers and, in turn, their customers who are the final arbiters of packaging progress. The Management feels that its own growth is evidence that Continental's philosophy in the packaging field is in the best interest of its customers.

Importance of the Gair Merger

The Robert Gair Company is a major producer of folding cartons, shipping containers and kraft bags and gives Continental a broadened product scope in the paper field. Gair facilities include a total of 37 plants in the United States and Canada. Of this number, 26 are in the United States, 10 producing folding cartons and 14 producing shipping containers. All of these plants are strategically located to serve major consuming areas. The Gair Company also brought to Continental two mills, one at Hodge, Louisiana, and the other at Port Wentworth, Georgia. Both are substantial producers of container board. In addition the Hodge mill produces kraft paper. A substantial bag fabricating operation is also carried on at that location. The merger increased Continental's timberland resources so that Continental's operations are now supported by about one million acres of timberland. Forest management thus has become a major activity of the Company. More than 18 million seedlings are being planted during the 1956-57 season to protect and improve these valuable woodland assets.

The Robert Gair Company began its long history just after the Civil War when a young man from Scotland, who gave his name to the firm and became an important influence in the new field, founded the Company in Manhattan.

This 430-hp Fourdrinier kraft paperboard machine at the subsidiary Southern Paperboard Corporation's Port Wentworth, Georgia, mill, turns out a continuous sheet of board 20 feet wide at speeds of fourteen hundred feet a minute.



A roll of boxboard is moved from the dry end of a cylinder paperboard machine at the Tonawanda, New York, boxboard mill to a rewinder, where it will be cut into smaller rolls.

In those days of wooden barrel packaging and ancient merchandising systems, Mr. Gair found plenty of room for new ideas. In 1879 he devised a system to produce folding cartons economically and this played an important part in revolutionizing the ability of packers to ship their wares efficiently and over wider areas. About the turn of the century, with the folding carton a success, Gair began producing shipping containers and, as demands for modern packaging increased, so did the demand for raw material. Therefore, Gair began acquiring paperboard mills and more fabricating plants and later its own timberlands. More recently, it began producing kraft bags and wrapping papers.

The Gair product line has been well adapted to the very rapid growth in demand for paper and paperboard packaging products in recent years. Highlights of recent Gair developments in the product field include the introduction of the Jak-Et-Pak, a new multiple-pack can carrier, together with a high-speed machine for the package assembly; a new stabilized boxboard giving protection against rancidity and a special boxboard that inhibits corrosion of metal parts.

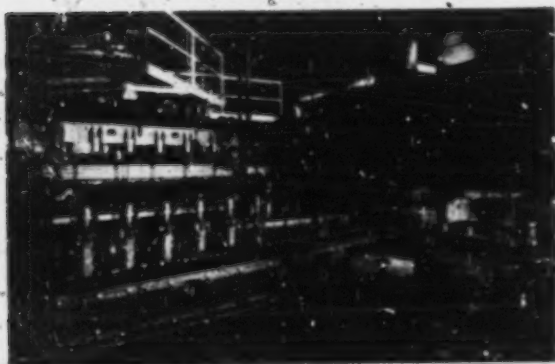
Our Entry Into the Glass Field

Glass containers and glassware were added to the Continental product line by the Company's recent acquisition of the Hazel-Atlas Glass Company. The packages produced by Hazel-Atlas complement, rather than compete with, Continental's previous product lines. Continental proposes to promote vigorously the sale of glass containers and to strengthen the historical position which Hazel-Atlas has enjoyed in the glass container industry. Continental now can also provide an extensive line of glassware and industrial items.

Hazel-Atlas' present facilities include 14 plants spotted from coast to coast. One of the most modern plants in the industry was just placed in operation by the Division at Plainfield, Illinois.

A program for modernization and improvement is currently under way. The program includes entry into new container fields, erection of new plants, enlargement and modernization of existing plants and installation of the latest glass-making equipment.

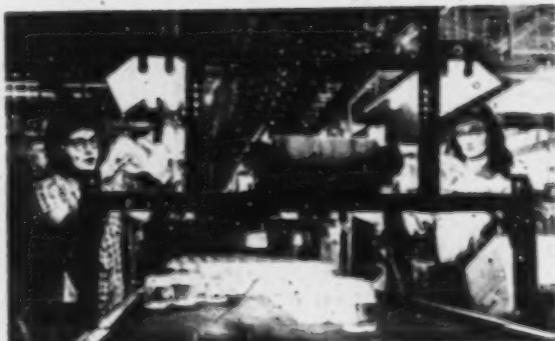
The White Cap Company, acquired early in 1956, is the foremost producer of metal vapor-vacuum closures and has pioneered the vapor-vacuum closing method. Outstanding in recent developments by this company is the new twist-off cap. Such developments promise to maintain White Cap's leadership position.



A modern, high speed machine forms the necks and then blows out six containers to their precise shape. The containers then are carried to a lehr (open) at right for annealing.



Sand, limestone, and other raw materials flow from the batch mixer through automatic feeders into a glass furnace.



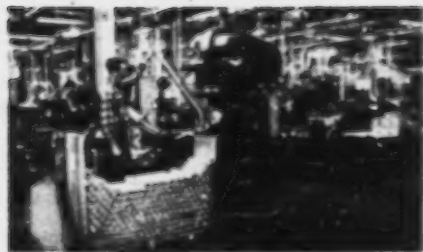
Two inspectors visually check quality of finished glass containers as they are carried from the lehr on a lighted conveyor.

Progress in Metal Cans

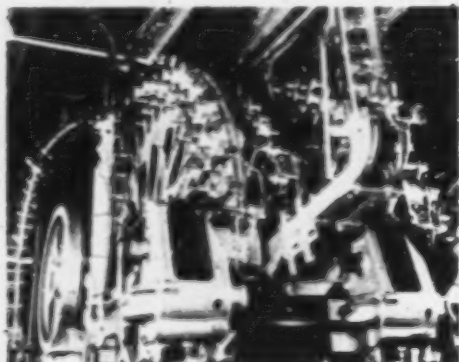
The dramatic appeal of diversification of the product line may cause some observers to lose sight of the real and substantial progress made by Continental's older divisions during 1956.

The metal can was by far our most important product in 1956, as it has been in every year since the Company opened its first plant in Syracuse, New York, in 1905. Our metal operations again demonstrated their leadership this year through a marked increase in volume, and the contribution of a number of advances in production and container technology. Among the latter, the year saw wide acceptance in the beverage industry of the "Cushion Seal" can end, which provides positive protection against metal exposure for beer and other beverages. The new "Savorlock" can, which features both a tamper-proof seal and firm reclosure, demonstrated its advantage for the marketing of powdered products. The "Gripstrip" self-tracking rip strip quickly became a standard feature of key-opening cans for such items as coffee and meat. The new outside-curved paint can for water-base and latex-base paints received wide acceptance. Also the merchandising advantages of, and the market for, aerosol cans were broadened by the first successful side seam striping, which makes possible a uniform color over the can's entire surface.

Continental's ability to generate an ever-increasing flow of new and improved cans, together with the machinery to produce and close them, received real impetus during the year with the opening in Chicago of the world's largest integrated research and development center for metal cans. The year also saw the completion nearby of a new research and engineering center devoted to basic research covering the entire packaging field. These two centers, employing about 700 scientists and technicians, serve as active symbols of Continental's determination to provide leadership in each of its packaging fields while contributing those advances which can spring only from an intimate knowledge of all fields. Thus the one center is devoted entirely to the metal field and is closely geared—as is each of our division research operations—to the materials, machinery and containers used by or produced by the division. The other center looks to the future and is free to roam the frontiers of packaging.



The double seaming machine is fed with can ends by an operator and assembles the bottoms to the can bodies as they are hermetically sealed.



A rotary air tester is used to make sure there are no leaks in the cans. Test cans with minute holes are sent through periodically for protection against machine failure.

Progress in Other Products

As in the case of metal cans, diversification into glass and paper products did not diminish the vigor of facility and product improvement in the divisions which comprised the Continental of 1955. In each of these divisions, Continental had entered a packaging field by the acquisition of a relatively small company, but its growth in each field has been mainly through internal expansion and development of equipment and facilities.

The Company's Paper Container Division has for several years been a major producer of drinking cups and paper tubs. Recently it added a line of plastic coated paper plates and paper containers with metal lids. Last year its "Bondware" line of paper plates and cups was augmented by a new "Silver Service" line of foil-laminated plates and by various "Bonded Finish" products having the appearance of fine china. New lines of plastic cups and containers for dairy products and other foods were added during the year. In 1957 this division will begin operation of its new Three Rivers, Michigan, plant, one of the most modern in the industry.

The Company's fibre drum business dates from December, 1942, when it acquired a company with one plant in production. Since that time, five additional plants have been established to take care of the growing demand for this package for use in the shipment and storage of dry chemicals and other dry products. The division's newest plant was put in operation last summer at Midland, Michigan. The recent addition of the "Liquipak" fibre drum to its line, which is suitable for the packaging of many liquid products, resulted from Continental's research work.

The Crown and Cork Division operates six plants. Its products have been expanded in recent years to include plastic "squeeze" bottles, molded and vacuum-formed plastic containers and "Conolite", a plastic laminate used for surface coverings, electrical insulation and other purposes. A new line of "short-skirt" crowns introduced by the Company last year marked a major development in this field. These caps use less steel, require less storage space and are made with either a plastic or cork lining.

The Company's Shellmar-Betner Division started in 1953 as a combination of the flexible packaging business acquired from Shellmar Products Corporation and the bag business acquired from the Benjamin C. Betner Company. Eight plants are now in production on this line of products which includes the extrusion of polyethylene and the lamination, printing and conversion into bags and containers of various types of papers, foils and films. One of the most recent additions to its product line is "Conomet", a metalized yarn produced under the Company's process of applying vaporized metals to mylar and other materials. The recent trend to individual packaging of meats, vegetables, foil packaging for frozen foods and bakery products and transparent bags for textile products has added to the division's products.

Aluminum foil containers were added to the Company's product line through a joint venture started last year with Cochran Foil Company of Louisville, Kentucky through the formation of the Cochran Continental Container Corporation.



Future Plans

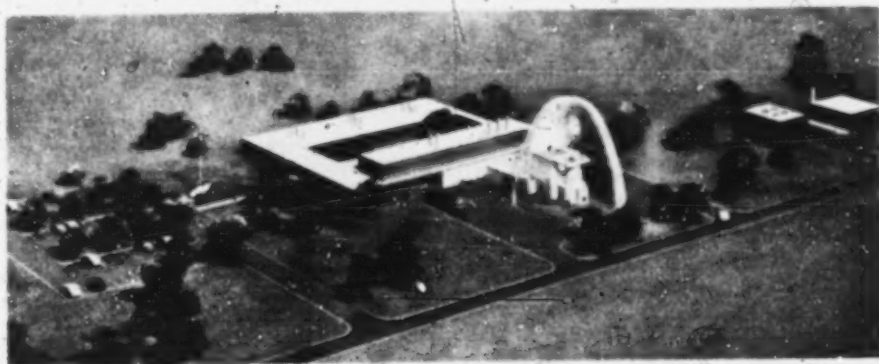
The foregoing pages have reviewed some phases of the Continental of 1956. There is no safe way to predict the exact composition of the Continental of 1966 or 1976. No one knows precisely how large the population will become in the next 20 or even the next 10 years, how the country's economic growth will fare, or what scientific and technological developments will affect our consuming habits. Most "experts" who guess at these trends have revised their figures upward from earlier projections. As in the past, Continental's future is closely tied with that of the general economy. The Company continues to have faith in that future and in the new merchandising trends that will take place with scientific research unveiling new ways to bring products to the American public more economically and efficiently. Again, as in the past, these varied forces of change present opportunities for progress as well as challenges to tradition.

Looking to this future, the Company has joined with nine other companies in varied industries to begin construction this year of a nuclear reactor at Plainsboro, New Jersey. Continental's scientists will use the facility to make long-range studies of how gamma rays affect packaging materials and how radiation can best preserve foodstuffs and other products. This is an area of activity that poses many problems and much potential.

The Company will continue constantly to seek out opportunities to improve and broaden its services to customers. Besides research activity devoted to the discovery and creation of better materials and improved methods for packaging, the Company will search for opportunities to extend present day packaging to products still sold in bulk and to promote the packaging of new products as they come on the market—always in whatever way consumers may prefer.

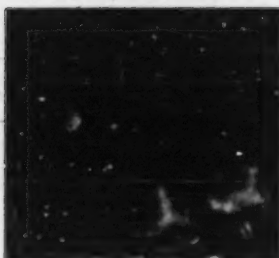
We are confident that the demand for the Company's products will more than keep pace with the country's expanding economy. The Company expects to continue to develop leadership in packaging with its eyes firmly on the future in "Serving Industry—Serving America."

Continental will research the broad effects of radioactive preservation of foods at this nuclear reactor, shown in model form, being constructed this year at Plainsboro, New Jersey.



3308

[Vol. 1811]



A machine operator checks grate containers as they come from the harrow machine.

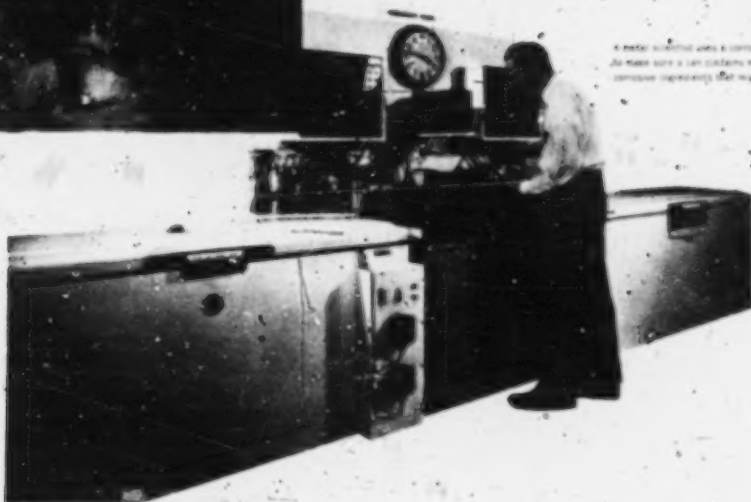
Continental's forest nurseries, with a combined capacity of 20 million pine trees a year, provide seedlings for reforestation and tree distribution to meet customers near the mills.

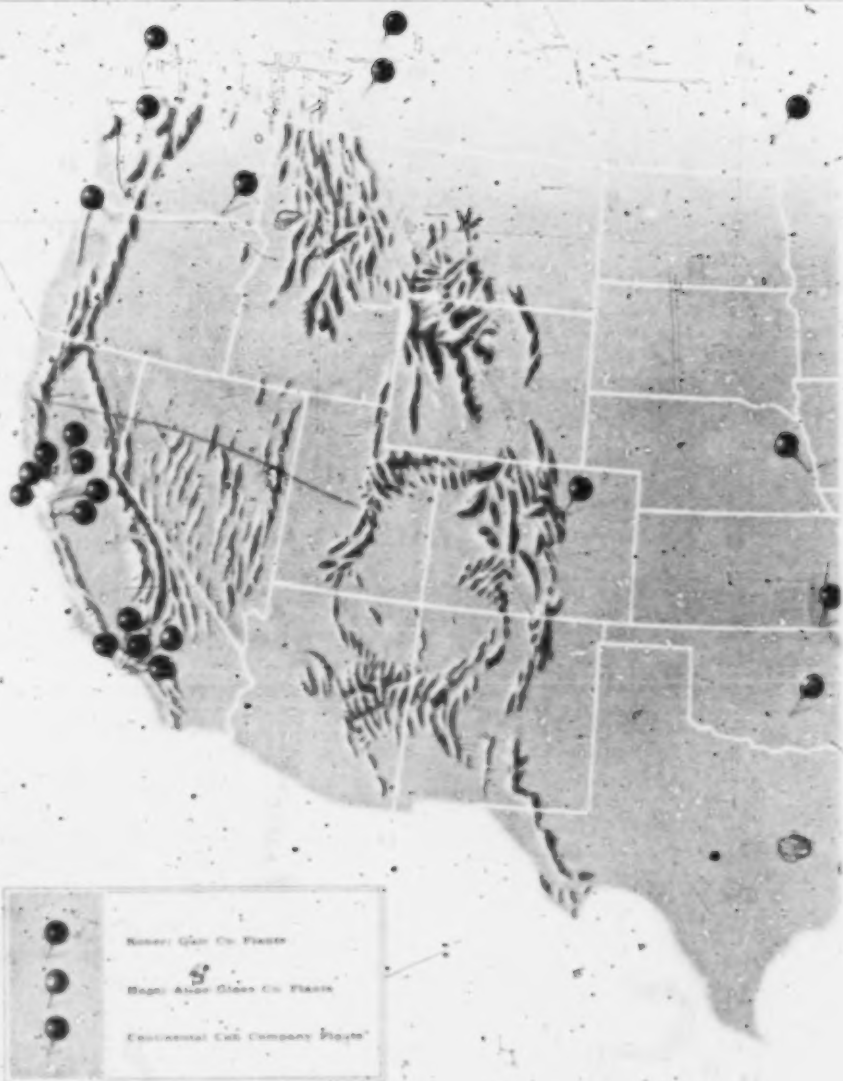


Harvesting equipment seen above is one of Continental's southern woodlands, which take nearly a half of acres in new plantations.



A metal skidder uses a continuous belt to move logs a long distance to remove saplings that might harm products.

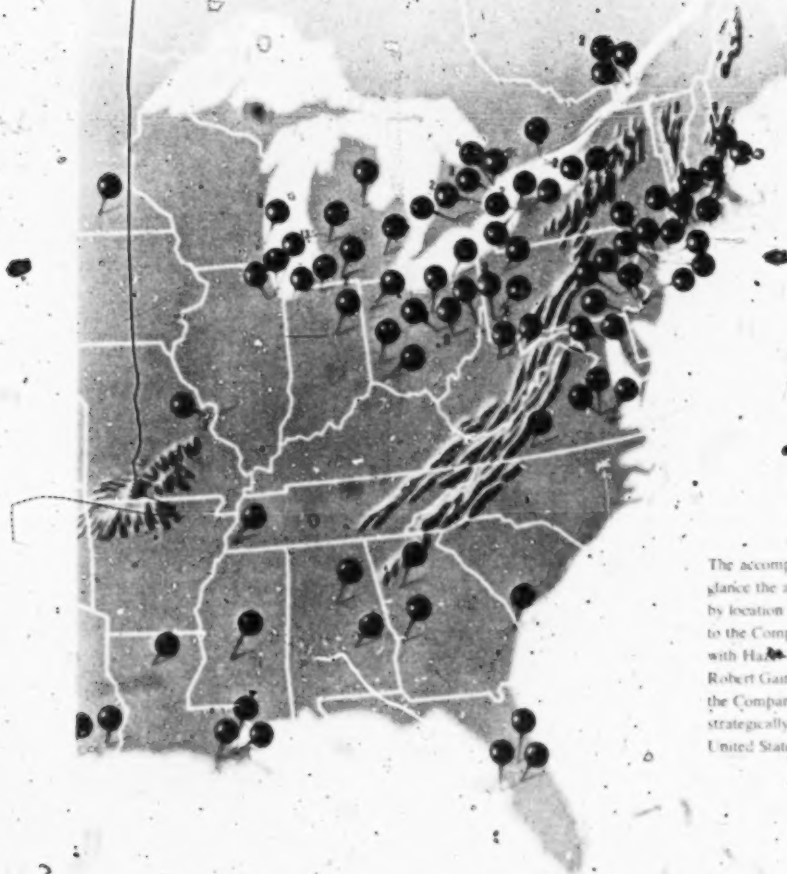




Source: Map of the United States, 1912, and 1913, U.S. Dept. of Commerce.

[fol. 1813]

3310



The accompanying map shows at a glance the additional plant facilities by location which were brought to the Company through its mergers with H.A. Atlas Glass Co. and Robert Gair Co. As indicated, the Company's 139 plants are strategically located throughout the United States, Canada, and Cuba.

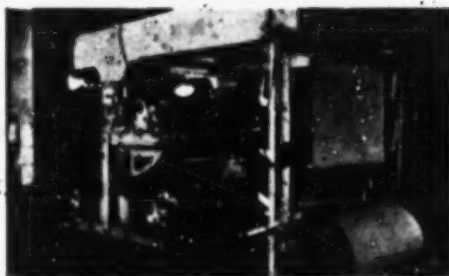
3311

[fol. 1814]

At this new \$7,000,000 Metal Research and Development center at Chicago, scientists in this laboratory can discover any foreign or natural substance in any canned product.



Pressman at the Ridge, Louisiana, Kraft bag and paper plant adjusts a press which prints Kraft paper and feeds it directly into a bag machine.



A pilot packing press in the Metal Research and Development headquarters is equipped to pack any product for test purposes. Continental, thus, can aid any customer with packing problems.



Cartons are finished at the Oak Group's Piermont, New York, splicing carton plant.



FINANCIAL AND OPERATING REVIEW

Sales and Earnings

Sales and earnings broke all records both before and after giving effect to the mergers with Hazel-Atlas Glass Company, Robert Gair Company, and White Cap Company. Net sales totaled \$1,010,268,000, compared with \$929,428,000 in 1955 for the merged companies—an increase of \$80,840,000 or 8.7 per cent.

As shown in the table below, all product groups contributed to the increase.

Sales by Product Groups (Expressed in Millions of Dollars)

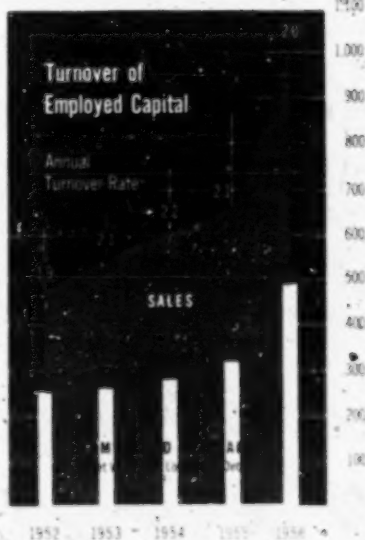
Product Group	1956		1955	
	Total	% of Total	Total	% of Total
Metal Operations	\$ 533.5	52.8	\$478.4	51.5
Glass and Plastic Operations	160.2	15.9	156.0	16.8
Paper Operations	261.2	25.9	241.0	25.9
Other Operations	55.4	5.4	54.0	5.8
TOTAL	\$1,010.3	100.0	\$929.4	100.0

After income taxes and minority interest in income of a subsidiary, net earnings amounted to \$43,143,000 or 4.3 per cent on sales compared with \$38,693,000 or 4.2 per cent on sales in 1955. After Preferred dividends, earnings were equivalent to \$3.71 per share on 11,174,805 shares of Common stock, as against \$3.34 on 11,115,515 shares in 1955, after adjustment for the 100 per cent stock dividend distribution by Continental on February 15, 1956, and the shares issuable in connection with the above mergers.

Earnings before income taxes in 1956 amounted to \$88,861,000 or 8.8 per cent on sales, compared with \$81,649,000 or 8.8 per cent on sales in 1955.

Depreciation and depletion provided out of operating income amounted to \$23,421,000 in 1956, against \$22,195,000 in 1955. Accelerated depreciation under approved Necessity Certificates, included in these totals, amounted to \$1,329,000 in 1956 and \$1,306,000 in 1955. For tax purposes, but not for book purposes, capital expen-

Millions of Dollars

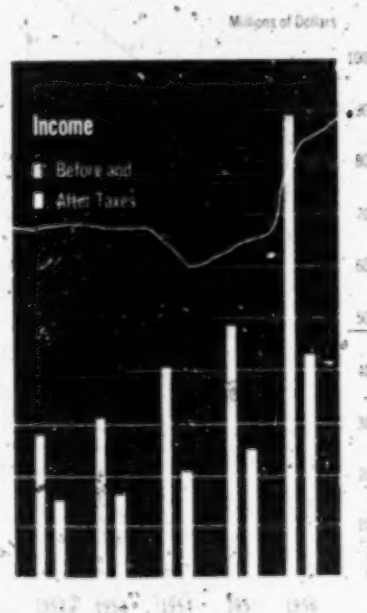


ditures since January 1, 1954, have been depreciated on "the sum of the years—digits" or "declining balance" methods. This has had the effect of reducing income taxes for the year 1956 by approximately \$1,300,000 and for the year 1955 by about \$250,000.

Dividends paid by the merged companies on the Preferred stock issues amounted to \$1,628,000 and on their respective common shares totaled \$20,596,000. After providing for these dividends there remained \$20,919,000 or 48.5 per cent of total net earnings, which were reinvested in the business. In addition to regular dividends on the \$3.75 Cumulative Preferred stock and on the Second Preferred stock (\$4.50 cumulative), regular quarterly dividends of \$.45 per share were paid on the Common stock on March 15, June 15, September 15, and December 15. A 100 per cent stock distribution was also paid on February 15, 1956, to holders of Continental Can shares of record on January 10, 1956.

The ratio of current assets to current liabilities on December 31, 1956, was 2.1 to 1, which compares with the ratio of 2.9 to 1 on December 31, 1955. Current assets totaled \$271,630,000 and current liabilities \$131,807,000. Working capital of the merged companies decreased during the year from \$169,863,000 to \$139,823,000. This was due principally to the large capital investments in new and improved facilities and timberland additions.

Gross capital expenditures during 1956 totaled \$80,524,000. Of this amount \$6,881,000 represented expenditures of Hazel-Atlas Glass Company prior to its merger with Continental Can Company and \$22,516,000 represented expenditures of Robert Gair Company prior to its merger with Continental. The expenditures of Continental included the acquisition of land in southern Michigan as a future metal can plant site; increase in facilities for the production of metal cans for beer, fruits and vegetables, coffee, oil, shortening, meat, and detergents and lithograph equipment at various plants in the United States and Canada; the erection of new warehouses at Los Angeles and Chicago; improvements to the Central Research and Engineering buildings at Chicago; expansion of the flexible packaging operations at Mount



Vernon, Ohio, and installation of new gravure color presses, laminator equipment, and bag machines at various locations. The expansion of the Company's Hopewell, Virginia paper mill to include a semi-chemical pulp operation was completed during the year and is now in production.

The expenditures of Hazel-Atlas Glass included the construction of a new warehouse at Ada, Oklahoma, the equipping of its new glass plant at Plainfield, Illinois and the installation of new high speed forming machines, decorating equipment, and other glass-making equipment at various locations.

The expenditures of Robert Gair included carrying forward the program of improvements at the Hodge, Louisiana, pulp and paper mill, substantial additions to timberlands, particularly in the area immediately adjacent to Hodge and the erection of a new corrugated box plant at Cleveland, Ohio, to replace one formerly operated in rented property.

Organization Changes

In addition to the organization changes referred to in the Management Review section of this report on page 4 affecting the directors and certain officers of the acquired companies, the following additional changes in the Management have also occurred: Carl E. Eggers, Vice President, Fibre Drum Division, and Paul E. Pearson, Research and Engineering Consultant, retired during the year under the Company's retirement plan. Mr. Eggers was succeeded by Peter P. Wojtul, formerly Vice President-Sales, who became Vice President and General Manager of the new Fibre Drum and Corrugated Box Division, and Raymond G. Fisher became Director of Sales Research and Promotion. Lawrence Wilkinson was designated as Executive Vice President of the Glass and Plastic Operations Group and George E. Dyke, Vice Chairman of the Board, was placed in charge of the Robert Gair Paper Products Group. Benjamin C. Betner, Jr., formerly Vice President, Shellmar-Betner Division, was appointed as Vice President, Sales-Glass and Plastic Operations Group. Raben C. Schenk, formerly Control Officer, as General Manager, Shellmar-Betner Division; and Howard T. Heun as Control Officer. James I. Donahue, former Sales Manager, General Line (Eastern Metal Division), became General Manager of Sales for the Hazel-Atlas Glass Division. John N. Carty and Ernest Meyer, former treasurer of Robert Gair, were appointed Assistant Treasurers. Harold von Hasslacher, former assistant comptroller of Robert Gair, was appointed an Assistant Comptroller.

Statement of Cash Flow

Sources	Millions of Dollars
Cash and U. S. Government securities of combined companies January 1, 1956	\$ 61.0
Net income, before income taxes	88.9
Depreciation and depletion	23.4
Increase in bank loans and commercial paper	16.2
Increase in other current payables	25.3
Increase in long term debt, less redemptions	1.0
Sale of Common stock to employees	9
Sale of fixed assets	3.4
Decrease in other assets and reserves (net)	2.3
	222.4
Use	
Income taxes	\$ 44.8
Minority interest in income	9
Dividends on Preferred stocks	7.6
Dividends on Common stocks	20.6
Increase in receivables	14.9
Increase in inventories	17.6
Increase in land, buildings, equipment, etc.	67.8
Increase in timberlands	12.7
Increase in investments	1.5
	182.4
Cash and U. S. Government securities of combined companies December 31, 1956	\$ 40.0

Employee Group Insurance and Pension

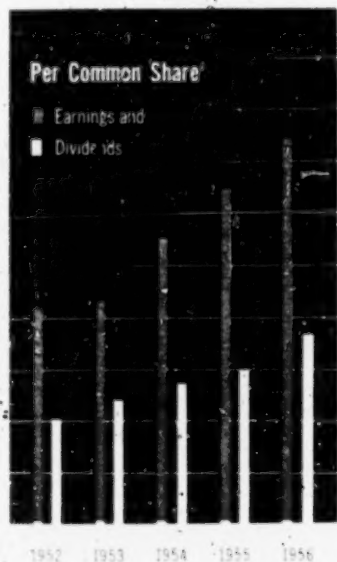
Under the Company's group insurance plan, employees, and to some extent their dependents, are covered by a comprehensive non-contributory group insurance program including hospitalization, surgical, health and accident, physicians' attendance, and life insurance benefits. The net cost per year to Continental of this group insurance for its employees for the policy year ending June 30, 1956, prior to the effective date of the mergers, was \$5,813,742 compared with \$5,066,380 for the previous policy year. On December 31, 1956, a combined total of \$364,122,800 of life insurance was in force for 53,991 employees of the merged companies (including \$7,164,425 for retired employees). During the latest policy year, the total claims paid by insurance companies to employees and dependents of the merged companies amounted to \$6,805,391, of which \$1,654,934 was for death claims.

At year-end there were 1172 employees retired and receiving monthly pensions under the various retirement plans of the merged companies. This represented a net increase of 389 persons during the year. During 1956 a total of \$6,000,000 was provided for the Continental Pension Fund for United States employees and \$492,000 (Canadian) for employees of Continental Can Company of Canada, Limited. This compared with 1955 figures of \$5,400,000 and \$444,000 (Canadian), respectively. In addition, a total of \$2,340,042 was provided in 1956 for the pensions of Hazel-Atlas, White Cap and Robert Garl employees.

Stock Option Plan

On March 14, 1956, options to purchase 16,200 shares of Common stock at a price of \$40.25 per share were granted to nine key employees under the existing plan approved by the Shareholders in 1951. During the year, a total of 31,444 shares of the authorized but unissued Common stock was sold to 68 employees upon exercise of purchase options under the plan, including shares issued to cover the adjustment for the 100 per cent stock distribution of February 15, 1956.

At December 31, 1956, 101 key employees held options to purchase a total of 228,100 shares of Common stock under the plan after giving effect to the 100 per cent stock distribution of February 15, 1956, where applicable. Of this total, 42,556 shares were granted in June, 1951, at a price of \$17.50 per share, 16,164 shares in December, 1954, at a price of \$21.375 per share, 65,728 shares in June, 1953, at a price of \$24.125 per share, 88,336 shares



As ordered by 1956 Stock Distribution on February 15, 1956

in December, 1955, at a price of \$38.75 per share, and 15,376 shares in March, 1956, at a price of \$40.25 per share. All of these options are exercisable in equal annual instalments from the date granted and expire on June 21, 1961. The price of the shares in each case is approximately 95 per cent of the market price on the date the option was granted after adjustment for the 100 per cent stock distribution mentioned above, where applicable.

Our Shareholders

On December 31, 1956, there were 1,206 holders of the outstanding 150,000 shares of \$3.75 Cumulative Preferred stock, 2,288 holders of the outstanding 234,380 shares of Second Preferred stock and 53,809 holders of the outstanding 11,174,805 shares of Common stock, of which 34 shares are represented by fractional scrip certificates.

On December 3, 1956, the record date of the last 1956 Common dividend, the Common shares were distributed as follows:

Shares Held By	Number of		Shares Held	Average	
	Holders	%		No. Shares	Per Holder
Men	19,578	36.3	2,471,095	22.4	126
Women	21,595	40.2	2,214,126	19.8	103
Joint Tenants	7,270	13.6	405,584	3.6	56
Fiduciaries	3,057	5.7	1,037,339	9.3	339
Brokers	328	.6	894,229	8.0	2,726
Nominees	643	1.2	3,153,353	28.2	4,904
Institutions and Foundations	369	.7	195,309	1.8	529
Corporations, Insurance Companies, Investment Trusts, etc.	807	1.5	803,258	7.2	995
TOTAL	53,647	100.0	11,174,293	100.0	

Of the total number of shareholders shown in the table above, 469 holding 87,520 shares were located in foreign countries; 7,280 or 14% held 10 shares or less, and 11,845 or 22% owned over 100 shares each.

Charles B. Stauffacher

Vice President-Finance

CONTINENTAL CAN COMPANY, INC.

Comparative Consolidated

In Thousands of Dollars

Assets	December 31 1988	December 31, 1988 Combined (Note 1)	December 31, 1988 As Previously Reported
CURRENT ASSETS			
Cash and U. S. Government Securities	\$ 39,925	\$ 60,966	\$ 30,246
Accounts and Notes Receivable, Less Reserves	72,815	58,945	37,618
Inventories (Note 2)			
Raw Materials and Supplies	66,948	61,906	41,707
Work in Process and Finished	91,942	89,351	69,008
TOTAL CURRENT ASSETS	\$271,630	\$260,168	\$178,579
FIXED ASSETS (at cost)			
Land	\$ 8,668	\$ 8,250	\$ 5,274
Buildings and Equipment	439,368	407,776	248,264
Timberlands	32,945	20,516	2,932
Construction in Progress	40,514	12,709	11,965
Other	4,712	4,328	3,741
	\$526,207	\$453,579	\$272,186
Less Reserves for Depreciation and Depletion	182,831	163,694	89,161
NET FIXED ASSETS	\$343,376	\$289,685	\$183,025
INVESTMENTS IN AND ADVANCES TO ASSOCIATED COMPANIES AND SUBSIDIARIES NOT CONSOLIDATED (Note 3)	\$ 9,364	\$ 7,881	\$ 7,481
DEPOSITS WITH MUTUAL INSURANCE COMPANIES	1,702	1,388	1,342
PREPAID EXPENSES AND DEFERRED ASSETS	3,634	9,728	6,603
	\$673,706	\$568,850	\$381,917

See Notes on Pages 17 and 18

Balance Sheet

In Thousands of Dollars

Liabilities

CURRENT LIABILITIES

Bank Loans and Commercial Paper

Accounts Payable and Accrued Expenses

Debentures and Notes Payable Within One Year

Tax Accruals -

TOTAL CURRENT LIABILITIES

OPERATING RESERVES

LONG TERM DEBT (NOTE 4)

MINORITY INTEREST IN SUBSIDIARY

SHAREHOLDERS' EQUITY

\$3.75 Cumulative Preferred Stock (without par value)

Authorized and Issued - 150,000 shares

Second Preferred Stock (\$100 par value)

Authorized, December 31, 1956 - 234,380 shares

Issued, \$4.50 Cumulative - December 31,

1956 - 234,380 shares

Common Stock (\$10 par value)

Authorized, December 31, 1956 - 15,000,000 shares

Issued, December 31, 1956 - 11,174,805 shares

Surplus Appropriated for Common Stock

Distribution on February 15, 1956

Capital Surplus

Earnings Retained in the Business (Note 5)

Less Common Stock in Treasury, at Cost - 5,493 Shares in 1956

TOTAL SHAREHOLDERS' EQUITY

December 31
1956

December 31, 1955

Combined

As Previously

(Note 1)

Reported

\$ 18,103

\$ 1,900

\$ 1,900

71,305

53,872

41,489

1,836

263

40,563

34,270

24,374

\$131,807

\$ 90,305

\$ 67,763

2,180

1,225

1,225

116,346

115,344

79,648

8,794

8,295

\$ 15,000

\$ 15,000

\$ 15,000

23,438

23,335

11,748

12,511

73,288

60,666

58,785

5,639

163,878

142,959

61,994

\$374,730

\$553,837

\$233,412

151

156

784

\$374,579

\$353,681

\$233,261

\$633,706

\$566,850

\$381,917

See Notes on Pages 11 and 32



CONTINENTAL CAN COMPANY, INC.

Statement of Consolidated Income

For the Year Ended December 31, 1956

In Thousands of Dollars

	Year 1956	Year 1955	
		Combined (Note 1)	As Previously Reported
Net Sales and Operating Revenues	\$1,010,268	\$929,428	\$666,266
Cost of Goods Sold and Operating Expenses	851,756	780,875	577,341
Gross Operating Income	\$ 158,512	\$148,553	\$ 88,925
Selling and Administrative Expenses	66,999	65,396	39,558
Net Operating Income	\$ 91,513	\$ 83,157	\$ 49,367
Other Income:			
Income from Sales of Capital Assets and Securities	\$ 1,187	\$ 710	\$ 641
Dividends and Interest on Securities and Investments	916	952	540
Other Income and Interest	726	1,038	712
	\$ 2,829	\$ 2,700	\$ 1,893
	\$ 94,342	\$ 85,857	\$ 51,260
Income Deductions:			
Interest on Long Term Debt	\$ 3,922	\$ 3,115	\$ 1,895
Other Interest and Exchange	1,559	1,093	1,093
	\$ 5,481	\$ 4,208	\$ 2,988
	\$ 88,861	\$ 81,649	\$ 48,272
Provision for Taxes on Income	44,800	41,643	24,100
	\$ 44,061	\$ 40,006	\$ 24,172
Minority Interest in Income of Subsidiary	918	1,313	
Net Income	\$ 47,143	\$ 38,693	\$ 24,172

NOTE: Provision for depreciation and depletion amounted to \$21,421,000 in 1956, \$22,195,000 in 1955 combined, and \$13,807,000 in 1955 as previously reported.

See Notes on Pages 11 and 12

Statement of Earnings Retained in the Business

For the Year Ended December 31, 1956

In Thousands of Dollars

	Year 1956	Year 1955 Combined (Note 1)
Net Income for the Year	\$ 43,143	\$ 38,693
Dividends on Preferred Stocks:		
Continental Can Company, Inc.:		
\$3.75 Cumulative Preferred	\$ 563	\$ 563
\$4.50 Second Preferred	264	
Robert Gair Company, Inc. \$4.50 Cumulative (before merger)	801 1,628	804 1,367
Net Income Applicable to Common Stock (\$3.71 per share 1956—\$3.34 per share 1955)	\$ 41,515	\$ 37,326
Dividends on Common Stock:		
Continental Can Company, Inc. (\$1.80 per share 1956—\$1.50 per share 1955)	\$15,495	\$10,972
Merged Companies (before mergers)	5,104 20,596	7,479 18,451
Earnings Retained from Net Income for the Year	\$ 20,919	\$ 18,875
Earnings Retained in the Business, January 1:		
Continental Can Company, Inc. (See note below)	\$61,994	\$95,601
Merged Companies	80,965 142,959	74,893 170,494
	\$163,878	\$189,369
Appropriated for Common Stock Distribution on February 15, 1956		\$46,245
Expenses Applicable to Mergers, Less Portion Charged to Capital Surplus		165 46,410
Earnings Retained in the Business, December 31	\$163,878	\$142,959

NOTE: Retained earnings as of January 1 of each year includes \$9,700,000 appropriated for excess replacement costs of fixed assets and \$6,170,000 appropriated for inventory price decline or other contingencies.

See Notes on Pages 31 and 32.

CONTINENTAL CAN COMPANY, INC.

Statement of Consolidated Capital Surplus

For the Year Ended December 31, 1956

In Thousands of Dollars

Balance, January 1, 1956

\$5,635

Restatement of January 1, 1956 Balance to give effect to mergers during 1956, as follows:

(a) Capital Surplus of company acquired on merger basis, as of January 1, 1956—White Cap Company \$ 306

(b) Reduction in Par Value of Common Stock from \$20 to \$10 per share approved in connection with Robert Gair Company, Inc. merger 36,644

(c) Reduction in amount appropriated in 1955 for 100% Stock Distribution resulting from above reduction in Par Value of Common Stock 38,747

\$75,697

(d) Less—Excess of Par Value of shares of Continental Can Company, Inc. Common Stock (\$10 per share) over aggregate Par Value of shares of merged companies exchanged therefor 22,547 53,150

Balance, January 1, 1956, as Restated

\$58,785

Surplus arising from reduction in Par Value from \$20 to \$10 per share applicable to 210,000 shares of Common Stock issued in exchange for White Cap Company Capital Stock \$ 2,100

Excess of consideration received over Par Value of Common Stock sold under the Employees' Stock Purchase Plans 437

Excess of Par Value of Second Preferred Stock converted during the year over Par Value of Common Stock issued in exchange therefor 302

\$ 2,839

Less—Expenses in connection with mergers

958

1,881

Balance, December 31, 1956

\$60,666

Notes to Financial Statements

Note 1

During 1956, the Company acquired, on a merger basis, all the outstanding stock of White Cap Company and the net assets of Hazel-Atlas Glass Company and Robert Gair Company, Inc. The accompanying statements of income and earnings retained in the business include the results of the 1956 operations of the merged companies for the entire year, with comparative 1955 combined figures. The combined balance sheet as at December 31, 1955 has been compiled for comparative purposes as if the mergers had taken place at that date. Earnings per share are expressed in terms of the number of shares outstanding (as restated in 1955) at the respective year-ends.

Note 2

Inventories are stated at the lower of cost or market. Cost for this purpose represents standard, average, or actual cost with respect to 77% of both the 1956 and 1955 combined inventories and "last-in, first-out" (LIFO) cost as to the remaining 23%.

Note 3

Investments are stated at cost, which is less than value based on market quotations.

Notes to Financial Statements (Continued)

Note 4

Long Term Debt comprises the following:

In Thousands of Dollars

	December 31, 1986	December 31, 1985 Combined (Note 3)	December 31, 1984 As Previously Reported
3% promissory note due May 25, 1961	\$ 2,993	\$ —	\$ —
3% promissory notes due May 3, 1963	6,769	8,000	8,000
3% sinking fund debentures due December 1, 1965	1,496	1,496	1,496
3 1/2 % debentures due October 15, 1976	13,200	13,650	13,650
3 1/2 - 3 3/4 % sinking fund debentures due November 1, 1995	39,502	39,502	39,502
3 3/4 % promissory notes due November 1, 1995	25,000	25,000	25,000
4% first mortgage loan due July 1, 1962	386	696	696
4% promissory notes due July 1, 1982	27,000	27,000	27,000
	\$116,346	\$115,344	\$ 79,648

Note 5

The Company's Certificate of Incorporation and various promissory notes and indentures relating to the Company's debentures limit the amount which may be expended for the payment of cash dividends and the purchase, redemption, or retirement of the Company's capital stock. At December 31, 1956, under the terms of the most restrictive of these documents, the Company could not apply more than approximately \$41,300,000 to such purposes.

Note 6

Reference is made to the indicated sections of the text of this Annual Report for information as to the following: Tax Provisions and Accruals, pages 21 and 22; Employees' Pensions, page 24; and Employees' Stock Option Plan, page 24.

3324

[fol. 1827]

Auditors' Report

HARRIS & BELLS

INCORPORATED IN NEW YORK

61 CROSS STREET
NEW YORK 4

February 16, 1917.

To The Board of Directors and Shareholders,
Continental Gas Company, Inc.:

We have examined the consolidated balance sheet of Continental Gas Company, Inc. and its subsidiary companies consolidated as of December 31, 1916 and the related statements of consolidated income and earnings retained in the business for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated balance sheet and statements of consolidated income and earnings retained in the business present fairly the consolidated financial position of the company at December 31, 1916 and the consolidated results of their operations for the year then ended, in conformity with generally accepted accounting principles applied in a basis consistent with that of the preceding year.

Harris & Bells

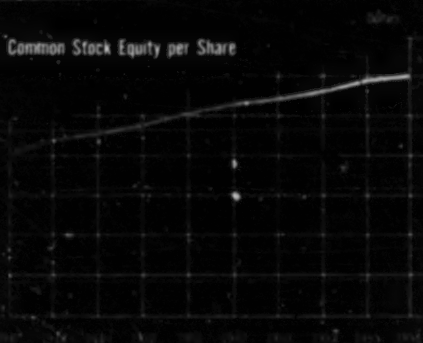
[fol. 1828]

TEN YEARS IN REVIEW

Net Working Capital



Common Stock Equity per Share



Income Statistics

In Thousands of Dollars

	1956
Net Sales and Operating Revenues	\$1,010,268
Net Earnings before Income Taxes	\$ 88,861
Per cent on sales	8.8%
Net Earnings after Income Taxes	\$ 43,141
Per cent on sales	4.3%
Net Earnings applicable to Common	\$ 41,515
*Per share	\$ 3.71
Preferred Dividends	\$ 1,628
Common Dividends	\$ 20,596
*Per share	\$ 1.80
Net Earnings-Retained	\$ 20,915
Depreciation and depletion	\$ 23,421

Balance Sheet Statistics

In Thousands of Dollars

	1956
Current Assets	\$ 271,650
Current Liabilities	\$ 131,807
Net Working Capital	\$ 149,843
Ratio Current Assets to Current Liabilities	2.1-1
Plant and Equipment - Net*	\$ 343,376
Long Term Debt	\$ 116,346
Preferred Stock	\$ 18,438
Common Stock Equity (Includes Operating Reserves)	\$ 338,321
*Per share	\$ 30.27
*Number of Common Shares	11,174,805

*Figures adjusted where required to give effect to 100% Stock Distribution on February 15, 1956.

[fol. 1829]

1955	1954	1953	1952	1951	1950	1949 [*]	1948	1947
666,266	616,164	554,437	476,889	460,595	397,864	337,495	319,722	266,432
48,272	40,937	31,431	27,768	33,986	26,198	19,553	23,712	20,560
7.2%	6.6%	5.7%	5.8%	7.4%	6.6%	5.9%	7.4%	7.7%
24,172	20,737	15,681	14,388	15,211	14,873	12,351	14,812	12,810
3.6%	3.4%	2.8%	3.0%	3.3%	3.7%	3.7%	4.6%	4.8%
25,610	20,115	4,833	15,381	14,582	14,311	11,788	14,249	12,247
3.22	2.76	2.15	2.11	2.31	2.27	1.87	2.26	1.94
563	622	848	1,007	629	563	563	563	563
10,972	9,646	8,070	6,281	6,291	6,319	4,718	4,718	3,874
1.50	1.35	1.20	1.00	1.00	1.00	.75	.75	.625
12,638	10,469	6,763	7,100	8,291	7,992	7,050	9,511	8,373
13,607	11,971	10,378	8,548	8,286	7,328	6,749	6,113	5,609

(December 31)

1955	1954	1953	1952	1951	1950	1949 [*]	1948	1947
178,579	162,995	141,439	144,005	146,336	172,569	122,913	106,565	104,307
67,763	80,665	55,546	46,367	48,329	42,327	36,753	34,282	27,734
10,836	82,330	85,893	97,638	98,007	70,242	86,160	72,283	76,573
2.6-1	2.0-1	2.5-1	3.1-1	3.0-1	2.0-1	3.3-1	3.1-1	3.8-1
189,012	181,171	166,244	148,711	142,558	129,309	108,588	105,226	94,228
79,648	55,595	58,380	61,565	64,300	46,635	51,500	32,300	32,900
15,000	15,000	18,849	25,451	25,453	15,000	15,000	15,000	15,000
219,506	206,812	187,620	169,895	161,575	153,606	145,506	139,630	130,452
29.95	28.35	27.12	26.71	25.54	26.30	23.03	22.40	20.65
7,328,806	7,293,066	6,917,058	6,344,484	6,326,494	6,320,202	6,317,202	6,317,202	6,315,562

^{*}Figures restated as in 1950 Annual Report.

[Vol. 1830]

189 PLANT LOCATIONS



Metal Operations (U.S. and Canada)—49

Metal Division

Ann Arbor, Mich.
Baltimore, Md. (I)
Birmingham, Ala.
Chicago, Ill.
Cincinnati, Ohio
Cleveland, Ohio
Dallas, Texas
Detroit, Mich.
Gary, Ind.

Meriden, Conn.
New York, N. Y.
Pittsburgh, Pa.
Portland, Ore.
Riverside, Calif.
San Francisco, Calif.
Seattle, Wash.
St. Louis, Mo.
Tampa, Fla.
Waltham, Mass.

New York, N. Y.
Oakland, Calif.
Orlando, Fla.
Philadelphia, Pa.
Pittsburgh, Pa.
Portland, Ore.
Riverside, Calif.
San Francisco, Calif.
Seattle, Wash.
St. Louis, Mo.

Riverside, Calif.
San Francisco, Calif.
Seattle, Wash.
St. Louis, Mo.
Tampa, Fla.
Waltham, Mass.
Waltham, Mass.
Waltham, Mass.
Waltham, Mass.
Waltham, Mass.

Non-Ferrous Metal Operations—10

Non-Ferrous Metal Division

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Non-Ferrous Metal Division

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Non-Ferrous Metal Division

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
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Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Non-Ferrous Metal Division

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Non-Ferrous Metal Division

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

Non-Ferrous Metal Division

Albany, N. Y.
Cleveland, Ohio
Cleveland, Ohio

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Non-Ferrous Metal Division

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Albany, N. Y.
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Cleveland, Ohio

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CONTINENTAL CAN COMPANY, INC.

Other Operations - 20

Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
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Continental Can Company, Inc.	New York, N. Y.
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Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.

Operating Subsidiaries

Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
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Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.

Transfer Agents and Registrars

Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
Continental Can Company, Inc.	New York, N. Y.
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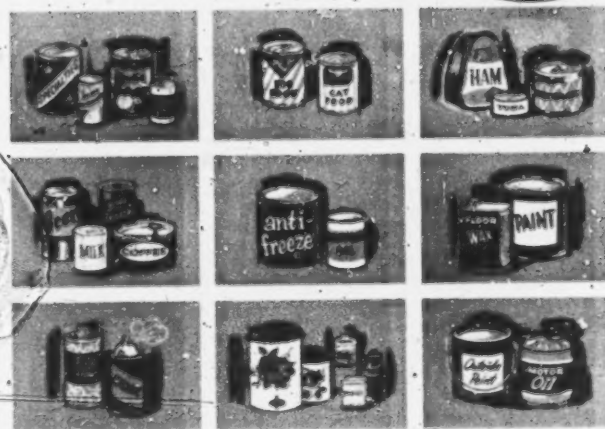
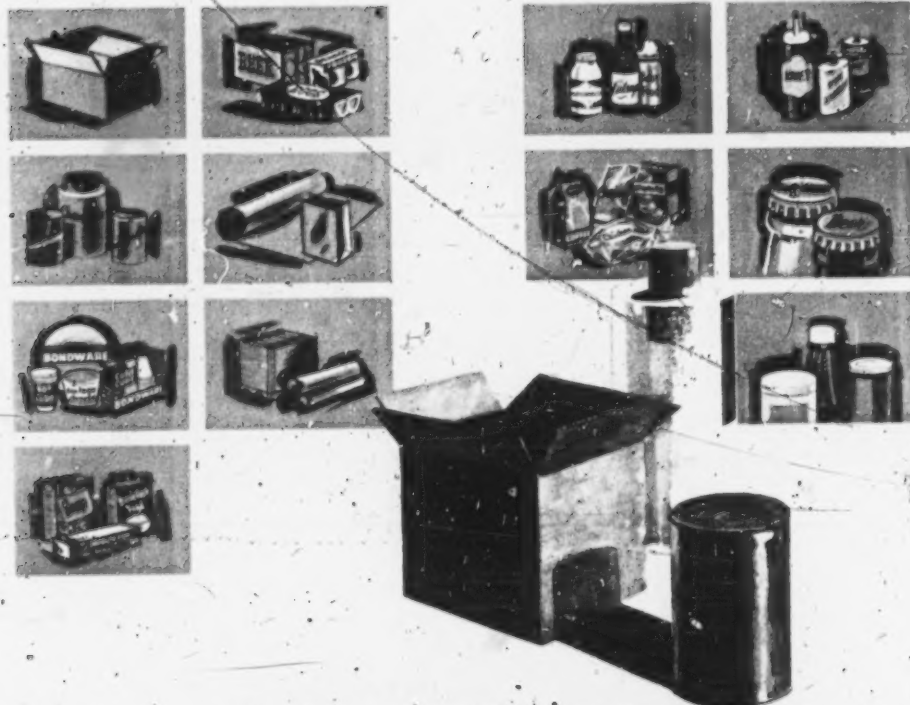
1957 ANNUAL REPORT



Continental Can Company, Inc.

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1957 ANNUAL REPORT

Continental Can Company, Inc.

Continental Can Building, 100 East 42nd Street, New York 17, New York

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NOTICE OF MEETING

The Annual Meeting of the Shareholders will be held at the Biltmore Hotel, Madison Avenue and 43rd Street, New York City, on Tuesday, April 22nd, 1958, at 11 o'clock A.M. New York City time. Proxies and proxy statements for such

Management's Review . . . and the Outlook

While we entered into 1957 with confidence that it would prove our best year, we had to be satisfied with our second best performance. This resulted in part from the slowdown in business activities during the latter part of the year, which made our growth less than expected and also in part from the integration of two companies merged with us in 1956. The integration, largely completed, promises well for future operations.

OPERATIONS

Metal sales accounted for a little more than half of our operations in 1957. However, physical volume, expected to establish new records, was below estimate due primarily to smaller seasonal packs in many of the fruit and vegetable growing areas. New can plants were completed serving the Metropolitan New York and Cincinnati areas. These are now in production.

The Paper Container Division, producing paper and plastic drinking cups; paper tubs; paper, plastic, and foil laminated plates, opened a new atmosphere-controlled plant at Three Rivers, Michigan, during the first quarter of 1957. Operations formerly conducted at the Memphis, Tennessee, plant were transferred to the new plant.

During 1957 our Management concentrated its efforts to improve and to integrate the operations of its new businesses. Marginal plants and product lines were discontinued, studies were made to permit facilities and technological skills to be more profitably employed, and new facilities and equipment were provided and programmed to bring all plants up to date.

A particularly large equipment replacement program was completed in the Hazel-Atlas Glass Division and a new glass plant at Plainfield, Illinois, was brought into production. To enable this division to compete in markets which could not be supplied by its existing production facilities, modern and more

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Dollar sales hit new peak of \$1,046 million — up \$56 million from 1955
Physical volume down slightly

Net Income of \$81.3 million before income taxes
and \$41 million after all charges compared with \$88.9 million
and \$43.1 million, respectively in 1955

Net Earnings equal \$3.52 per share vs. \$3.71 in 1955

flexible equipment was installed at various plant locations. Twenty-four of these new lines are now in operation and gradually reaching a satisfactory performance record. In addition, existing equipment was renovated to make it more efficient, and a marginal plant was converted to a research and development laboratory. These activities threw a heavy burden on the Hazel Atlas organization and resulted in a substantial reduction in operating income. However, these changes were essential for it to become competitive, and our Management is confident that half-way measures would have cost more in the long run.

Gordon King was appointed general manager of the division to succeed Howard G. Lewis, who retired. Mr. King has been long identified with the glass and plastic industry. We believe that the re-vitalized Hazel Atlas Division will soon begin to contribute its share of Company income.

The White Cap Company, a wholly owned subsidiary acquired early in 1956, had a most successful year following its introduction of the new twist-off cap for jars and bottles. To reduce overhead and improve efficiency, the Crown and Cork Division was combined with White Cap to form the new White Cap and Bond Crown Division. Philip O'C. White, president of the subsidiary and a vice president of the Company, was appointed general manager of the new division.

The Robert Gair Paper Products Group did not escape from the common experience of paper and paperboard producers in having a lesser production in 1957 than in 1956. However, the diversity of the packaging products of this group enabled it to improve its profit margin so that earnings held fairly close to 1956 income. A substantial modernization and expansion program was completed at the kraft bag and paper plant in Hodge, Louisiana, with the installation of a fourth Fourdrinier paper machine and auxiliary equipment. A new folding carton plant was completed at Winnipeg, Manitoba, and a corrugated box plant at Cleveland, Ohio.

George E. Dyke, vice chairman of the board and acting executive vice president of the Robert Gair Paper Products Group, resigned from these offices at the end of the year and will give us the benefit of

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Profit margin on sales 7.8% before income taxes and 3.9% after all charges, compared with 8.8% and 4.3% for 1956.

Common dividends of \$1.80 per share totalled \$20.1 million, compared with \$20.6 million in 1956.

Earnings reinvested in the business of \$19.3 million represented 47.0% of net earnings, compared with 48.5% in 1956.

his broad experience as a consultant during 1955. Norman F. Greenway, vice president and general manager of the Boxboard and Folding Carton Division, assumed the position of executive vice president of the Gair Group. He was in turn succeeded by William H. Caddoo, formerly general manager of manufacturing for the division.

William M. Allin, former general sales manager of the Containerboard and Kraft Paper Division, was appointed vice president and general manager of the division, succeeding John J. Michaud, who resigned. This division operates three kraft paper mills, two wholly-owned and one majority-owned, and our woodlands. Forest holdings located in Virginia, the Carolinas, Georgia, Florida, and Louisiana increased by almost 67,000 acres during the year. Tracts comprising about 63,000 acres in Arkansas, beyond reasonable transportation costs to our mills, were sold at a profit. At the end of the year, we held in fee or on long term leases approximately 970,000 acres.

We will plant about 25 million trees during the 1957-58 season, of which 21 million will come from our forest nurseries in Georgia and Louisiana, and the remainder from various state nurseries. A new nursery with a capacity of 10 million seedlings a year is now under construction in Virginia.

CAPITAL PROGRAM

Our capital expenditures during the year totalled \$62.3 million, while an additional \$13.7 million was spent on "sale and lease back" arrangements for land and buildings. This compared with \$80.5 million capital expenditures and \$12.1 million on "sale and lease backs" during 1956 for the combined companies. Our program for 1958 calls for expenditures of \$40 to \$45 million, making a total for the three-year period of over \$200 million.

To replenish working capital, in December the Company borrowed \$20 million from several banks.

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Capital expenditures totalled \$62.3 million, including \$3.0 million for timberlands. Net value of Property, Plant and Equipment increased \$33.4 million to \$376.8 million at end of 1957.

Timberlands owned or leased amounted to 970 thousand acres at end of 1957.

Paperboard and paper production of 989 thousand tons in 1957, compared with 1,028 thousand tons in 1956.

4 1/2 per cent notes, of which \$10 million is payable April 15, 1959, and \$10 million is payable January 16, 1961. Also, arrangements started in August were concluded on November 15, 1957, for the borrowing from three insurance companies of \$35 million at 5 per cent, due in 1980 and available in future installments of \$15 million on April 10, 1958, \$10 million on April 9, 1959, and \$10 million on January 7, 1960.

Although this latter financing is not specifically earmarked, the funds as provided will approximate the progressive cost of constructing a new bleached paperboard mill over the next three years as programmed.

RESEARCH AND ENGINEERING

Central Research and Engineering, now housed in its new and well equipped building, built up its research staff during the year to about three fourths of planned strength. It is now carrying out applied research and engineering investigations of longer range and more fundamental nature than those conducted by the research and development departments of the product divisions.

Combined, these research and engineering groups are budgeted to spend over \$15 million during 1958. They utilize the services of more than seven hundred scientists and engineers engaged in improving the packaging products which we offer to the public. Without them, we could not progress.

During the year, Continental combined with Armour and Company, Food Machinery and Chemical Corporation, and General Foods Corporation to bid on and receive a contract from the Army Quartermaster Corps to participate in setting up the world's first food radiation center. Irradiated Products, Inc., which is the name of this joint venture, is charged with assisting the Quartermaster Corps in plans for the U.S. Army Ionizing Radiation Center, construction of which will start in 1958.

The research reactor and laboratories of Industrial Reactor Laboratories, Inc., a cooperative project in which Continental is working with nine other companies and Columbia University, are expected to be

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Net Working Capital increased \$3.2 million to \$143.1 million at December 31, 1957.

Total assets increased \$30.4 million to \$664.1 million at December 31, 1957.

Number of employees increased during 1957 from an average of 53,756 to 53,886.

At the end of 1957, 11,202,778 common shares were held by 53,127 shareholders, compared with 11,174,805 shares and 53,809 holders at December 31, 1956.

completed in the third quarter of 1958. Continental's scientists will use these facilities to study the effects of radiation on various forms of packaging and their contents.

C. L. Adcock, director of technical development, retired during the year and was succeeded by J. G. Murray, who had been vice president and general manager of the Crown and Cork Division. Mr. Murray also continues as a vice president of the Company.

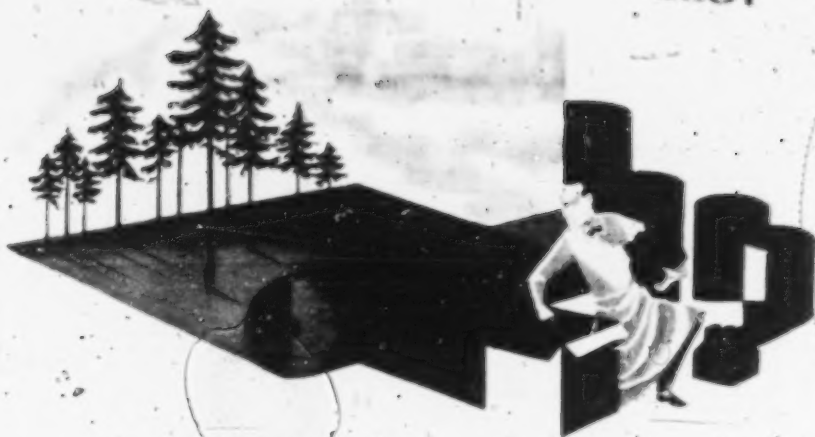
EMPLOYEE RELATIONS

As a result of the three year agreements signed in 1956 with the United Steel Workers of America and other unions, we have had excellent relations with our employees throughout 1957. The one exception was a twelve-week strike at one of the plants of the Robert Carr Paper Products Group. Industry-wide negotiations in the glass container field were satisfactorily concluded with a two-year contract which, like other multi-year agreements, will provide for automatic wage increases this year for members of the two unions involved.

PRODUCT DEVELOPMENT

In early 1958 we delivered the first deep-drawn aluminum cans to be used in this country for processed meat products. In addition to these and conventional three piece aluminum cans, which we can now produce commercially, we will market aluminum cans formed by impact extrusion later this year. Your Management does not view aluminum as a substitute for tinplate, but rather as a material which will extend the metal container line of products.

Aerosol or pressure-dispensing cans continued to grow in favor during 1957 as new valves and propellants were developed. A still faster growth is expected in 1958.



During the year, we accelerated development programs to broaden our line of composite containers, those in which two or more different materials are used, such as cans with plastic bodies and metal ends. Substantial progress has been made in the use of various paper, plastic, and metal laminates.

Other types of packages which the Company believes of promise include boxboard multi-packs for cans and bottles; large multi-wall bags, which we will begin to market in 1958, and flexible packages, which is finding wider acceptance for bakery goods, meats, and produce.

THE OUTLOOK

In its planning for the future, your Management has taken cognizance of the present state of our economy and has shaped its policies on capital expenditures and other long range commitments accordingly. The key elements affecting the outlook for packaging are consumer income and expenditures for packaged goods, both of which are expected to continue at high levels in 1958. The expanding population and the trend to better packaging are encouraging factors.

For these reasons, we believe that your Company will gain in sales volume even in the present period of lessened general business activity. We expect 1958 to be a good year and if, as we believe, business picks up in the second half of the year, it may be a very good year.

By Order of the Board of Directors

President

Chairman of the Board

March 10, 1958

The Financial Year 1957 in Brief...

WHAT WE RECEIVED AND WHAT WE DID WITH IT

	1957	1956	1957	1957	1956
	Total (Millions)	Total (Millions)	Increase Over 1956 (Millions)	Per Common Share	Per Common Share
1. Income:					
Sales to customers and other income	\$1,013.1	\$1,013.1	\$38.1	\$93.63	\$90.66
2. Outgo:					
Employment Costs:					
Payrolls, including vacation & holiday pay	265.4	265.4	13.4	24.88	23.76
Social security and unemployment taxes, contributions to pension funds, etc.	39.9	39.9	4.9	4.00	3.57
Materials and services purchased	582.1	582.1	21.5	53.88	52.00
Taxes of all kinds (except on purchases and for social security)	52.8	52.8	3.9	4.36	4.72
Wear and tear on plant and equipment	23.4	23.4	2.9	2.35	2.09
Interest on money borrowed	5.5	5.5	1.3	.61	.49
	1,009.2	969.1	40.1	40.08	36.72
3. Minority Interest in Income of Subsidiary	1.0	9	1	.09	.08
4. Total Charges Against Income	1,010.2	970.0	40.2	40.17	36.80
5. Net Income (Item 1 less Item 4)	41.0	43.1	2.1	3.66	3.86
Used for dividends to Preferred shareholders	1.6	1.6		.14	.15
6. Available After Payment of Preferred Dividends	\$ 39.4	\$ 41.5	\$ 2.1*	\$ 3.52	\$ 3.71
7. This Was Used As Follows:					
Dividends to Common shareholders	\$ 20.1	\$ 20.6	\$.5*	\$ 1.80	\$ 1.84
Reinvestment in the business, increasing equity of Common shareholders	19.3	20.9	1.6*	1.72	1.87
	\$ 39.4	\$ 41.5	\$ 2.1*	\$ 3.52	\$ 3.71

* Decrease

HOW THE 1957 INCOME DOLLAR WAS SPENT

Employment Costs - Payrolls, etc.	30.80
Materials and Services	57.40
Taxes	4.70
Wear and Tear on Plant and Equipment	2.50
Interest	.60
Dividends and Minority Interest	2.20
Reinvested in Business	1.80



WHAT WE HAD TO WORK WITH AT END OF YEAR

	1957	1956	1957	1957	1956
	Total (Millions)	Total (Millions)	Increase Over 1956 (Millions)	Per Common Share	Per Common Share
1. Working Capital:					
Cash	\$ 41.1	\$ 39.9	\$ 1.2	\$ 3.67	\$ 3.52
Amounts due from customers and others	74.1	72.8	1.3	6.61	6.51
Materials for use and finished products for sale	152.7	158.9	6.2*	13.63	14.22
In terms of cash, the above amounted to	267.9	271.6	3.7*	23.91	24.30
Less: Amount owed for bank loans, commercial paper, bills, payrolls, taxes, dividends, etc.	124.8	131.8	7.0*	11.14	11.79
After paying what we owed currently, the amount of working capital left to run the business was	143.1	139.8	3.3	12.77	12.51
2. Our Tools and Other Assets:					
Land, buildings and equipment, after allowance for wear and tear	376.5	343.4	33.1	33.63	30.73
Investments and other assets	19.4	18.7	.7	1.73	1.68
3. Working Assets Used to Run Business (Item 1 plus Item 2)	539.3	501.9	37.4	48.13	44.92
4. Deduct:					
Reserve (deferred taxes and foreign exchange)	2.3	1.5	.8	.20	.13
Amounts borrowed on long term basis	133.3	116.4	16.9	11.90	10.42
Minority interest in subsidiary	0.3	8.8	5	.83	.79
Total deductions	135.9	126.7	9.2	12.93	11.34
5. Shareholders' Equities (Item 3 less Item 4)	\$ 394.4	\$ 375.2	\$ 19.2	\$35.20	\$33.58
6. Above Represented By:					
Preferred shareholders' investment	\$ 38.0	\$ 38.4	\$.4*	\$ 3.39	\$ 3.44
Common shareholders' equity	356.4	336.8	19.6	31.81	30.14
	\$ 394.4	\$ 375.2	\$ 19.2	\$35.20	\$33.58

* Increase

Continental and the Packaging Industry

The concept of a packaging industry is something new. As little as twenty years ago, use of the word "package" as a verb was relatively rare. Products were "packed" in cans, jars, bags or boxes. The people who consumed them had a certain amount of interest in where the product came from, but they took the packaging for granted.

Today most Americans are keenly aware of packaging, and the verb is a part of their everyday language. There is a reason for this change: the function of packaging has become very important to them. Packaging has had a tremendous impact on the economy — and on the way people live. It has been a big factor in the evolution of mass distribution, one of the signal elements of the American way of life.

The packaging industry, in which Continental is the first company to span every important field, is now a distinct part of the economy. Industry sales are more than \$10 billion a year. They have increased fivefold since 1939. Part of this growth, of course, represents the effects of inflation and population growth. But actual volume of packages sold has approximately tripled in the past twenty years, while the population has increased by less than one-third. And every indication is that the growth the packaging industry has seen in this period will be greatly exceeded in the next twenty years.

A NEW APPROACH TO PACKAGING

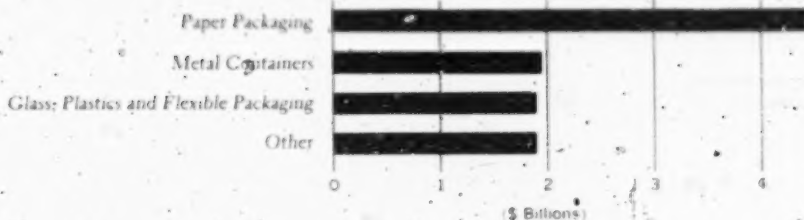
The packaging industry leaped to maturity almost overnight to supply the beachheads of World War II. Never before had packaging in so many complex and specialized forms been so urgently needed. In preceding years there had been a can industry, a glass industry, a paperboard industry, and others concentrating in their own forms of packaging. But for the most part they had never had much incentive to venture across industry lines into other forms of packaging, or to exchange packaging techniques from industry to industry.

The demands of the global war not only created that incentive but made it a powerful stimulus. This developed a pattern of alertness, inventiveness and imaginative approach to packaging problems that provided the base for the packaging industry's tremendous postwar growth. Along with this inter-industry exchange of techniques came major improvements within the industries themselves.

At the war's end the new industry turned its inventive energy to adapting its new capabilities to wide peacetime use. It found an eager market. The feats of industrial productivity that had helped win the war had made possible, in the peacetime economy, a vast advance in the standard of living. Simultaneously,

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THE TEN-BILLION DOLLAR U. S. PACKAGING INDUSTRY (1957 Sales)



the high level of employment accompanying the higher living standards raised the cost of personal services and thereby created a void which packaging surged to fill.

SELF-SERVICE SELLING

The economies made possible by these new developments in packaging were quickly recognized in industry, agriculture and transportation. But the substitution of packaging services for personal services reached its most dramatic pitch in the supermarket. Its beginnings, of course, antedated the war, for self-service grocery stores came into being in the mid-1930's. Its real growth, however, came in the postwar years of rising wage rates and relatively scarce labor. The functions of the package were extended to include not only making self-service as easy as possible but merchandising the contents of the package to the shopper. It did this by catching her eye with bright, colorful printed designs, often showing the product in use or ready to serve, and then triggering her recognition by flashing to her the name or trademark.

The magnitude of this shift is in part reflected in the increase in dollar sales volume per employee in the average grocery store. In 1939, when supermarkets were already widely established but packaging was only partially geared to their requirements, the average grocery clerk sold approximately \$16,500 worth of merchandise in the course of a year. By 1956, with his functions more and more restricted to stocking the shelves and manning the check-out counter, his sales volume had tripled to \$49,000 a year. Of course the 1956 dollar didn't buy as many groceries as the pre-war dollar, but the actual volume of groceries sold per employee still was up very substantially.

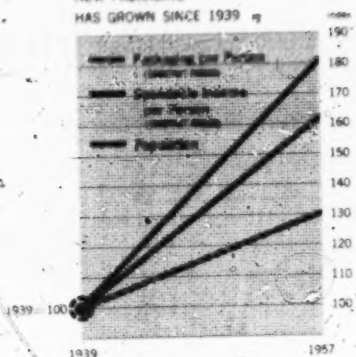
CONVENIENCE PACKAGING IN MODERN LIVING

While the package as a labor saver can be seen most dramatically in the supermarket, its utility to the customer has been an important factor in the growth of the packaging industry since the first mass production of metal cans — and its importance is continuing to grow.

In inverse proportion to the decreasing number of grocery clerks, the number of housewives with outside employment has been steadily growing. According to a recent government report there were 5 million of them in 1940. By 1952 their number had grown to 7.5 million, and in 1957 it was 13 million.

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HOW PACKAGING
HAS GROWN SINCE 1939



Most Americans today have incomes which entitle them to a living standard that only the well-to-do could afford in pre-war years, even after adjusting for inflation. But because so many of us have shared in this rise of living standards, there are few left to perform the tasks that maids, cooks and other servants performed for the well-off a scant generation ago.

This means the housewife has to do a number of routine but time-consuming things which, in her grandmother's day, would probably have been done for her. However, even though she can't afford a cook or maid, she can easily afford to buy the great variety of hidden services that have been built into almost every packaged product on the market. If she is one of the growing number of part time housewives, accustomed to putting a dollar-and-cent value on her time, she welcomes the opportunity to pay two or three pennies more for a packaged convenience that saves her ten times that outlay in time.

The production line, therefore, has taken a large part of the drudgery out of her life. Thanks to the package, ingredients can be mixed and weighed for her, in exact proportions, by somebody she never sees. They reach her in such form that they need a minimum of processing on her part. By pushing the button on an aerosol can, she can bandage a cut finger, paint a piece of furniture, lubricate the vacuum cleaner or baste a barbecue.

THE RIGHT PACKAGE

This review of what the packaging industry is and what has made it grow provides a frame of reference for Continental's role in the industry.

For every product that is packaged, there is one most suitable package against which other forms of packaging can compete only at a disadvantage. On that premise, Continental by 1957 had become the first company in the industry which could offer every customer the best package for his product, rather than the one or two in which it happened to specialize.

Having attained this objective, Continental will continue to develop new packages as new requirements appear, improve existing forms of packaging, and extend the utility and convenience of packaging to many products which heretofore have not been packaged. These achievements, like Continental's growth and diversification in the past two decades, will benefit its customers, the American consumer, and the national economy as a whole — as well as Continental's stockholders and its employees.

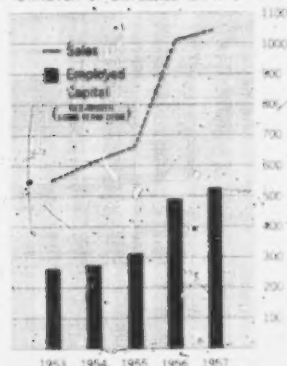
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Financial and Operating Review



[Vol. 1847]

TURNOVER OF EMPLOYED CAPITAL



Annual Turnover Rate - 2.10 2.25 2.22 2.05 1.98

SALES

Net sales of \$1,046,267,000 again established a record high in 1957, compared with \$1,010,268,000 in 1956. Physical volume, however, was down slightly, so the dollar gain resulted from increases in the prices of our products.

Sales by product groups, expressed in millions of dollars, were divided as follows:

Product Group	1957		1956	
	Total	Per Cent	Total	Per Cent
Metal	\$ 561.2	53.6	\$ 533.5	52.8
Paper	258.7	24.7	261.2	25.9
Glass and Plastics	165.0	15.8	160.2	15.9
Other	61.4	5.9	55.4	5.4
Total	\$1,046.3	100.0	\$1,010.3	100.0

EARNINGS

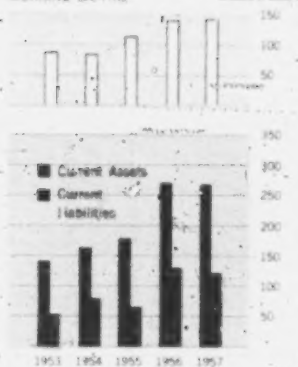
After income taxes and minority interest in income of a subsidiary, net earnings amounted to \$41,040,000 or 3.9 per cent on sales. This compared with \$43,143,000 or 4.3 per cent on sales in 1956. After preferred dividends, earnings were equivalent to \$3.52 per share of Common stock on 11,202,778 shares outstanding, as against \$3.71 on 11,174,535 shares in 1956.

Earnings before income taxes amounted to \$81,324,000 in 1957 or 7.8 per cent on sales, compared with \$88,861,000 or 8.8 per cent on sales in 1956. This included \$2,936,000 of capital gains, realized for the most part through the sale of timberlands in Arkansas which were too distant from any of the Company's kraft mills to be useful as a source of pulpwood. In 1956, capital gains totalled \$1,187,900.

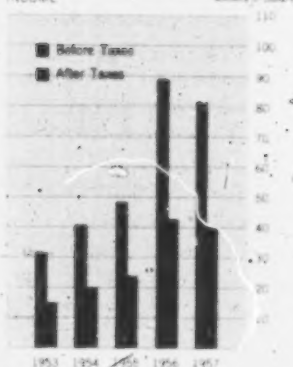
PRICES AND COSTS

Profits were squeezed due to rising costs of labor, materials, freight, etc., without compensating price increases. At the same time, most divisions suffered from the slowdown in activity in the last quarter. In the case of metal cans, which represent about half of our sales volume, this decrease was accentuated by the advance buying in 1956 to beat a price increase of November 1, 1956. A portion of this 1956 sales bulge was borrowed from 1957 sales. An increase in metal can prices, announced for March 10,

WORKING CAPITAL



INCOME



1958, is expected to help offset some of the increased costs that we have been absorbing since the previous increase of May 1, 1957.

During November, prices of both glass containers and fibre drums were increased to offset higher costs. Also, in February, 1958, recognition of higher costs was reflected in increased prices for crown caps. Higher prices for screw caps, vacuum twist-off and side seal caps have been announced for April 1, 1958.

DEPRECIATION AND DEPLETION

Provisions out of operating income for depreciation and depletion amounted to \$26,278,000 in 1957, compared with \$23,421,000 in 1956. Accelerated depreciation under approved Necessity Certificates, included in these totals, was \$1,207,000 in 1957 and \$1,329,000 the year previous.

For tax purposes, but not for book purposes, capital expenditures since January 1, 1954, have been depreciated on "the sum of the years' digits" or "declining balance" methods. For 1957, this reduced income taxes by approximately \$2,368,000, of which amount \$1,335,000 was set aside in a reserve for deferred income taxes, leaving about \$1,033,000 added to net income for the year. In 1956, the corresponding amount added to net income was approximately \$1,500,000. We expect to provide a reserve in 1958 for the full amount of any similar tax savings for that year.

DISPOSITION OF EARNINGS

After dividends of \$21,739,000 there remained \$19,301,000, or 47 per cent of total net earnings, which were reinvested in the business.

In addition to regular dividends on the \$3.75 Cumulative Preferred Stock and the Second Preferred stock (\$4.50 Cumulative), regular quarterly dividends of \$45 per share were paid on the Common stock on March 15, June 15, September 14 and December 14.

WORKING CAPITAL

The ratio of current assets to current liabilities on December 31, 1957, was 2.1 to 1, unchanged from that of December 31, 1956. Current assets totalled \$267,911,000 and current liabilities \$124,845,000. Working capital increased during the year from \$139,823,000 to \$143,066,000.

In the past two years, Receivables and Inventories increased by over \$27 million and Net Fixed Assets by over \$87 million. These increases were largely responsible for the increase in short term bank loans and other current liabilities of almost \$35 million, long term debt \$18 million, and the decline in cash of \$20 million during the period.

To replenish our working capital, \$20 million was borrowed in December from banks on 4½ per cent notes. Of this amount, \$10 million is payable on April 15, 1959, and \$10 million on January 16, 1961. This borrowing ties in with our basic program of replenishing working capital from earnings and other internal sources over the next few years.

Also, to supplement our cash flow and to meet the construction costs of a new bleached paper board mill over the next three years, loans totalling \$35 million were arranged last fall through three insurance companies on 5 per cent notes due in 1980, the proceeds to be available in installments of \$15 million in April, 1958, \$10 million in April, 1959, and \$10 million in January, 1960.

CAPITAL EXPENDITURES

Gross capital expenditures totaled \$62,300,000 in 1957 exclusive of amounts expended for land and buildings on "sale and leasebacks". In the Metal Operations Group this represented the completion and equipping of new can plants in the Metropolitan New York and Cincinnati areas, the acquisition of a building in Milton, Pennsylvania, which has been equipped as a can plant; the construction of a warehouse in Cuba; the installation of a coil stock line in Chicago; the acquisition of a metal can plant site at Merced, California; and an additional facility at San Leandro, California. The Glass and Plastics Group during the year completed the equipping of a new glass plant in Plainfield, Illinois, installed new and more flexible production equipment in several of the older glass plants, and installed equipment for the manufacture of a new type of twist-off cap for glass containers at the subsidiary White Cap Company in Chicago. The Robert Gair Paper Products Group acquired 66,670 additional acres of timberlands to back up its kraft paper operations in the South; purchased a site for a new corrugated box plant in Tyler, Texas; completed a new folding carton plant at Winnipeg, Manitoba and a corrugated box plant at Cleveland; and completed the installation of a fourth paper machine and auxiliary equipment at the kraft paper mill in Hodge, Louisiana.

EMPLOYEE GROUP INSURANCE AND PENSIONS

All employees and, to some extent, their dependents are covered by comprehensive group insurance programs which provide hospitalization, surgical, health and accident, and life insurance benefits. The net cost of these coverages to Continental for the latest applicable policy year was \$8,900,858 compared with \$5,813,742 for the previous policy year, prior to the Gair and Hazel Atlas merger. On December 31, 1957, \$436,176,986 of life insurance was in force for 57,965 employees, including \$8,727,766 for 1,790 retired employees. During the latest applicable policy year, total claims paid by insurance companies amounted to \$8,470,068, of which \$2,114,267 represented death claims.

At the end of the year 1,513 retired employees were receiving monthly pensions under the several retirement plans in force, compared with 1,172 a year previous. During 1957, \$8,738,660 was contributed to the pension fund for United States employees, compared with \$6,151,464 for the previous year, and \$623,240 (Canadian), for Canadian employees, compared with \$680,578 for the previous year.

SOURCE OF FUNDS

USE OF FUNDS

In Millions		1957	In Millions	
Net income before income taxes	\$87.3		\$39.8	Income taxes
Depreciation and depletion	26.3		5	Minority interest (Net)
Decrease in inventories	6.2		31.2	Dividends on Preferred and Common stock
Increase in short term loans	5.7		2.5	Increase in cash and receivables
Increase in long term loans	17.0		62.3	Capital expenditures
Sale of Common stock to employees	8		1.0	Purchases of Preferred and Common stock
Net value capital assets disposed of, etc.	2.7		12.5	Decrease in miscellaneous Current payables
	\$140.0			\$140.0

OUR SHAREHOLDERS

On December 31, 1957, there were 1,207 holders of record of the outstanding 147,000 shares of \$5.75 Cumulative Preferred stock, 2,492 holders of the outstanding 252,818 shares of Second Preferred stock and 53,127 holders of the outstanding 11,202,778 shares of Common stock, of which 26.4 shares are represented by fractional scrip certificates.

On November 22, 1957, the record date of the 1957 Common dividend, the Common shares were distributed as follows:

Share Held by	No. of Holders	%	Shares Held	%	Average No. Shares Per Holder
Male	18,936	35.7	2,407,228	20.6	126
Female	21,164	40.0	2,169,681	19.3	102
Joint Tenants	7,560	14.5	445,707	4.0	59
Fiduciaries	5,196	6.0	1,049,941	9.4	328
Brokers	250	.5	861,170	7.7	3,445
Nominees	700	1.3	3,350,801	29.9	4,787
Institutions and Foundations	495	.9	246,535	2.2	500
Corporations, Insurance Companies					
Investment Trusts, etc.	693	1.3	773,366	6.9	1,116
Total	52,992	100.0	11,202,231	100.0	

Of the total number of shareholders shown in the table above, 454 holding 84,078 shares were located in foreign countries, 7,495 or 14% held 10 shares or less, and 11,420 or 22% owned over 100 shares each.

Charles B. Stanfield

Vice President—Finance

[fol. 1851] 3348

Comparative Consolidated Balance Sheet

In Thousands of Dollars

ASSETS

—DECEMBER 31, 1957—

—DECEMBER 31, 1956—

CURRENT ASSETS:

Cash	\$ 41,119	\$ 39,921
Accounts and Notes Receivable (after allowances for doubtful accounts)	74,136	72,811
Inventories (Note 2):		
Raw Materials and Supplies	\$ 57,529	\$ 60,948
Work in Process and Finished Goods	95,127	91,942
	152,656	158,884
TOTAL CURRENT ASSETS	\$267,911	\$271,614

FIXED ASSETS (at cost):

Land	\$ 8,985	\$ 8,968
Buildings and Equipment	508,091	439,368
Timberlands	35,029	32,945
Construction in Progress	24,256	40,514
Other	4,867	4,712
	\$581,228	\$526,207

Less Accumulated Depreciation and Depletion	204,457	376,771	182,831	343,311
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INVESTMENTS IN AND ADVANCES TO ASSOCIATED
COMPANIES AND SUBSIDIARIES NOT CONSOLIDATED
(Note 3)

9,441 9,311

DEPOSITS WITH MUTUAL INSURANCE COMPANIES

3,312 1,711

PREPAID EXPENSES AND DEFERRED ASSETS

6,690 7,011

\$664,125 \$633,314

See Notes on Pages 22 and 23



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In Thousands of Dollars

LIABILITIES	— DECEMBER 31, 1957 —	— DECEMBER 31, 1956 —
CURRENT LIABILITIES		
Bank Loans and Commercial Paper	\$ 23,750	\$ 18,103
Accounts Payable and Accrued Expenses	69,200	71,305
Debentures and Notes Payable Within One Year	1,836	1,836
Tax Accruals	30,059	40,563
TOTAL CURRENT LIABILITIES	\$124,845	\$131,807
RESERVES (principally for deferred federal income taxes and foreign exchange)	2,922	2,160
LONG-TERM DEBT (Note 4)	133,328	116,346
MINORITY INTEREST IN SUBSIDIARY	9,277	8,794
SHAREHOLDERS' EQUITY		
\$3.75 Cumulative Preferred Stock (without par value)		
Authorized — 150,000 Shares		
Outstanding — 1957, 147,000 Shares	\$ 14,700	\$ 15,000
Second Preferred Stock — (\$100 par value) (Note 5)		
Authorized and Outstanding \$4.50 Cumulative — 1957, 282,818 Shares	23,282	23,438
Common Stock (\$10 par value) (Note 5)		
Authorized — 15,000,000 Shares		
Issued — 1957, 11,202,778 Shares	112,028	111,748
Capital Surplus (Paid in) (Note 6)	61,132	60,666
Earnings Retained in the Business (Note 7)	183,179	163,878
	<u>\$394,321</u>	<u>\$374,730</u>
Less Common Stock in Treasury, at Cost — 10,236 Shares in 1957	618	151
	<u>\$664,125</u>	<u>\$633,706</u>

See Notes on Pages 22 and 23

Statement of Consolidated Income

In Thousands of Dollars

	YEAR 1957	YEAR 1956 (Note 1)
Net Sales and Operating Revenues	\$1,046,267	\$1,010,268
Cost of Goods Sold and Operating Expenses	896,747	854,931
Gross Operating Income	\$ 149,520	\$ 155,337
Selling and Administrative Expenses	66,246	63,824
Net Operating Income	\$ 83,274	\$ 91,513
Other Income:		
Income from Sales of Capital Assets and Securities	\$2,936	\$1,187
Dividends and Interest on Securities and Investments	865	916
Other Income and Interest	1,101	726
	\$ 4,902	2,829
	\$ 88,176	\$ 94,342
Income Deductions:		
Interest on Long Term Debt	\$3,905	\$3,922
Other Interest and Exchange	2,947	1,559
	\$ 6,852	5,481
	\$ 81,324	\$ 88,861
Provision for Taxes on Income	39,300	44,800
	\$ 42,024	\$ 44,061
Minority Interest in Income of Subsidiary	984	988
Net Income	\$ 41,040	\$ 43,145

NOTE: Provision for depreciation and depletion amounted to \$26,278,000 in 1957 and \$23,421,900 in 1956.

See Notes on Pages 22 and 23

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[fol. 1854]



CONTINENTAL CAN COMPANY, INC.

Statement of Earnings Retained in the Business

In Thousands of Dollars

	YEAR 1957		YEAR 1956	
Net Income for the Year		\$ 41,040		\$ 43,114
Dividends on Preferred Stock:				
\$3.75 Cumulative Preferred	\$ 557		\$ 563	
\$4.50 Second Preferred (including in 1956 Dividends on \$4.50 Cumulative Preferred Stock of Merged Companies)	1,051	1,608	1,065	1,628
Net Income Applicable to Common Stock (\$3.52 per share 1957 - \$3.71 per share 1956)		\$ 39,432		\$ 41,515
Dividends on Common Stock				
Continental Can Company, Inc. (\$1.80 per share)	\$20,131		\$15,495	
Merged Companies (before merger)		20,131	5,101	20,596
Earnings Retained from Net Income for the Year		\$ 49,301		\$ 20,919
Earnings Retained in the Business, January 1		163,878		142,959*
Earnings Retained in the Business, December 31		<u>\$183,179</u>		<u>\$163,878</u>

*Includes 180,965,000 applicable to companies merged during 1956 and \$13,870,000 earnings appropriated.

See Notes on Pages 22 and 23

Notes to Financial Statements

NOTE 1 GENERAL

During 1956, the Company acquired, on a merger basis, all the outstanding stock of White Cap Company and the net assets of Harel Atlas Glass Company and Robert Gar Company, Inc. The accompanying statements of income and earnings retained in the business include the results of operations of the merged companies for the entire year 1956. Certain 1956 expenses have been restated for comparability with 1957. Earnings per share are expressed in terms of the number of shares outstanding at the respective year-ends.

NOTE 2 INVENTORIES

Inventories are stated at the lower of cost or market. Cost for this purpose represents standard, average, or actual cost with respect to approximately 79% of the 1957 inventory (77% in 1956), and "last in, first out" (LIFO) cost as to the remaining 21% (23% in 1956).

NOTE 3 INVESTMENTS

Investments are stated at cost, which is less than value based on market quotations.

NOTE 4 LONG TERM DEBT

Long Term Debt comprises the following:

	In Thousands of Dollars	
	DECEMBER 31, 1957	DECEMBER 31, 1956
3% promissory note due May 25, 1961	\$ 1,966	\$ 2,993
3% promissory notes due May 3, 1963	5,538	6,769
3 3/4% sinking fund debentures due December 1, 1965	1,496	1,496
3 3/4% debentures due October 15, 1976	12,750	13,200
3 3/4% — 3 3/4% sinking fund debentures due November 1, 1995	39,502	39,502
3 3/4% promissory notes due November 1, 1995	25,000	25,000
4% promissory note due July 1, 1962	76	386
4% promissory notes due July 1, 1962	27,000	27,000
4 1/2% promissory notes due April 15, 1959	10,000	
4 1/2% promissory notes due January 16, 1961	10,000	
	<u>\$133,322</u>	<u>\$116,346</u>

The terms of the notes and indentures require the Company to apply toward retirement of the principal of the indebtedness not less than approximately \$1,800,000 per annum during the years 1958 through 1962 in addition to repaying the promissory notes due in 1957 and 1961. The principal covenants and restrictions under the notes and indentures were amended in 1957 to make them consistent with each other. See also "Working Capital" in the text of this Annual Report for a description of arrangements for future borrowings.

NOTE 5 COMMON STOCK

At December 31, 1957, 558,764 shares of the authorized but unissued Common Stock were reserved for conversion of the Second Preferred Stock (at the rate of 2 1/4 shares of Common for each share of Second Preferred). In addition, 383,185 shares of Common Stock (either issued or treasury shares) are reserved for sale under employees stock option plans or for deferred compensation requirements.

NOTE 6 CAPITAL SURPLUS

Capital surplus increased in 1957 by \$460,285, arising principally from excess of consideration received over the par value of Common Stock sold under employees' stock purchase plans and from excess of par value of Second Preferred Stock converted during the year over par value of Common Stock issued in exchange therefor.



NOTE 7 EARNINGS RETAINED IN THE BUSINESS

The Company's Certificate of Incorporation and various promissory notes and indentures limit the amount which may be expended for the payments of cash dividends and the purchase, redemption or retirement of the Company's capital stock. At December 31, 1957, under the terms of the most restrictive of these documents, the Company may not apply more than \$40,000,000 to such purposes.

NOTE 8. STOCK OPTION PLANS

The Company has two plans for the issuance of options to buy its Common Stock at prices from 90 per cent to 95 per cent of the market value when the options were issued. On June 12, 1957, 343,250 shares of stock were offered employees under Plan 1 at an option price of \$42 per share. Of 30,020 employees eligible, 12,671 submitted elections to purchase a total of 142,260 shares, and on December 31, 5,341 shares had been paid for in full and delivered under the June 1957 offering. Plan 1 will end when all of the shares have been purchased, or on June 19, 1961, whichever is earlier. On May 14, 1957, options to purchase 52,775 shares at a price of \$45 per share were granted to 80 employees under Plan 2. During the year, a total of 44,227 shares of the authorized but unissued stock, was sold to 70 employees upon exercise of purchase options under this plan. At December 31, 1957, 170 members of management held options to purchase a total of 246,853 shares of Common Stock at prices ranging from \$17.60 a share for those granted in June 1951 to \$45.00 a share for those granted in May 1957. All these options are exercisable in equal annual installments from the date granted and expire on June 21, 1961.

NOTE 9 ANTI-TRUST SUITS

Two anti-trust suits brought against the Company in 1956 by the Department of Justice claiming violation of the Clayton Act in connection with the mergers into the Company of the Hazel Atlas Glass Company and the Robert Gall Company, Inc. are still pending. The Company has filed answers denying the material allegations of the complaints.

NOTE 10 MISCELLANEOUS

Reference is made to the indicated sections of the text of this Annual Report for information as to: Capital Program, pages 4 and 16; Federal Income Taxes, page 15; "Depreciation and Depletion"; Non-recurring Capital Gain, page 14; "Earnings"; and Employees Group Insurance and Pensions, page 16.

Auditors' Report

To The Board of Directors and Shareholders
Continental Can Company, Inc.

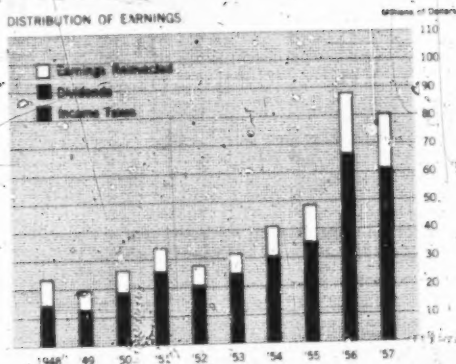
We have examined the consolidated balance sheet of Continental Can Company, Inc. and its subsidiary companies (incorporated in New Jersey) as of December 31, 1957 and the related statements of consolidated income and earnings prepared by the Company for the year then ended. This examination was made in accordance with generally accepted auditing standards, and necessarily included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated balance sheet and statements of consolidated income and earnings are stated in accordance with the accounting principles and practices of the Company at December 31, 1957 and the consolidated results of these operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis of consistency with that of the preceding year.

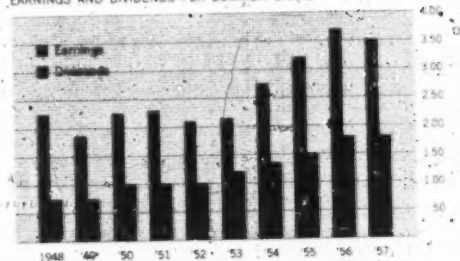
WILLIAM W. WYATT
February 14, 1958

WILLIAM W. WYATT

DISTRIBUTION OF EARNINGS



EARNINGS AND DIVIDENDS PER COMMON SHARE



Ten Years in Review . . . 1948 to 1957

INCOME STATISTICS
In Thousands of Dollars

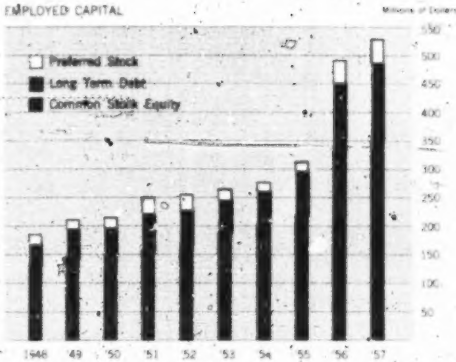
	1957
Net Sales and Operating Revenues	\$1,046,267
Net Earnings before Income Taxes	\$ 81,324
Per cent on sales	7.8%
Net Earnings after Income Taxes	\$ 41,040
Per cent on sales	3.9%
Net Earnings applicable to Common	\$ 39,432
*Per share	\$ 3.52
Preferred Dividends	\$ 1,608
Common Dividends	\$ 20,131
*Per share	\$ 1.80
Net Earnings Retained	\$ 19,301
Depreciation and depletion	\$ 26,278

BALANCE SHEET STATISTICS
(DECEMBER 31)
In Thousands of Dollars

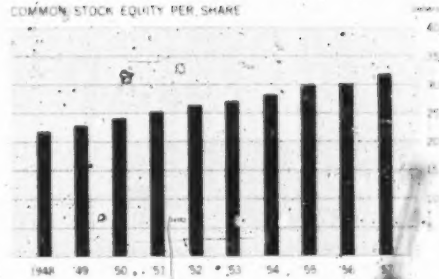
	1957
Current Assets	\$ 267,961
Current Liabilities	\$ 124,845
Net Working Capital	\$ 143,066
Ratio Current Assets to Current Liabilities	2.14
Plant and Equipment - Net	\$ 376,771
Long Term Debt	\$ 133,328
Preferred Stock	\$ 37,982
Common Stock Equity (Includes Equity Reserves)	\$ 356,435
*Per share	\$ 31.81
*Number of Common Shares	11,202,778

*Figures adjusted where required to give effect to 100% Stock Distribution on February 15, 1956

EMPLOYED CAPITAL



COMMON STOCK EQUITY PER SHARE



1956*	1955	1954	1953	1952	1951	1950	1949*	1948
1,010,268 ^b	666,266	616,164	554,437	476,885	460,595	397,864	331,495	319,722
88,861	48,272	40,937	31,431	27,768	33,986	26,198	19,553	23,712
5.8%	7.2%	6.6%	5.7%	5.8%	7.4%	6.6%	5.9%	7.0%
43,143	24,172	20,737	15,681	14,388	15,211	14,873	12,351	14,812
4.3%	3.6%	3.4%	2.8%	3.0%	3.3%	3.7%	3.2%	4.6%
41,515	23,610	20,115	14,833	13,351	14,552	14,311	11,788	14,249
3.71	3.22	2.76	2.15	2.11	2.31	2.27	1.87	2.26
1,628	568	622	848	1,007	629	563	750	563
20,596	10,972	9,646	8,070	6,281	6,291	6,319	4,733	4,738
1.80	1.50	1.35	1.20	1.00	1.00	1.00	.75	.75
20,919	12,638	10,469	6,763	5,100	8,291	7,992	7,050	9,511
23,421	13,607	11,971	10,778	8,548	8,286	7,328	6,782	6,113

1956*	1955	1954	1953	1952	1951	1950	1949*	1948
271,630	178,579	162,995	141,439	144,005	146,736	112,569	722,919	106,565
131,807	67,763	80,665	55,546	46,367	48,329	42,327	36,753	34,282
139,823	110,816	82,330	85,893	97,638	98,007	70,242	86,160	72,283
2.1-1	2.6-1	2.0-1	2.5-1	3.1-1	3.0-1	2.7-1	3.3-1	3.1-1
343,376	189,012	181,171	166,244	148,711	142,558	129,309	108,588	105,226
116,546	79,648	55,595	58,580	61,565	64,100	46,635	51,500	32,200
38,438	15,000	15,000	18,849	25,451	25,453	15,000	15,000	15,000
336,870	218,939	205,956	186,852	167,334	159,913	152,596	144,190	137,954
39.14	29.87	28.24	27.01	26.37	25.85	24.14	22.82	21.64
11,174,805	7,328,806	7,293,066	6,917,058	6,344,484	6,326,724	6,320,202	6,317,202	6,317,202

*Includes merged companies

*Figures restated as in 1950 Annual Report

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The Board of Directors

- 1851 STEPHEN B. MINTZ
President of Rubber Company,
San Francisco, California
- 1852 PAUL C. GARY
President of State Street
Investment Corporation,
Boston, Massachusetts
- 1853 JEROME B. CLAY
Chairman of the Board of P. Co. Company
- 1854 CARL C. CONWAY
Chairman of the Executive Committee
of the Company and Chairman
- 1855 RAYMOND F. DYER
Vice President of the Company
- 1856 GEORGE S. DYER
Chairman and Senior Chairman
of the Board and President of
Rubber Oil Company, Inc.
- 1857 E. WILHELM F. EDWARDS
President of Wilmington Trust Company,
Wilmington, Delaware
- 1858 FRANCIS L. ELAMBERT
Senior Vice President of
Rubber-Herbert & Associates, Inc.,
Cleveland, Ohio
- 1859 H. RAYMOND FARR
Attorney-at-law in New York City
and New York, New York
- 1860 THOMAS C. FOGARTY
President of the Company
- 1861 JOHN M. FRANKEN
President of United States Lines,
New York, New York
- 1862 JOHN L. JOHNSON
Director of Phillips Petroleum Company
and Manufacturers Trust Company
- 1863 JUNIUS S. MORGAN
Director and Member of
Executive Committee of
J. P. Morgan & Co. Incorporated,
New York, New York
- 1864 WILLIAM S. MYERS
Dean of the New York State College of
Agriculture at Cornell University,
Ithaca, New York
- 1865 PARKER NEWHALL
Attorney-at-law in New York City
and New York, New York
- 1866 JOSEPH L. PERIN
Executive Vice President
(Metal Operations) of the Company
- 1867 GEORGE F. WELLS
Partner in Goldman, Sachs & Co.,
New York, New York

Executive Staff

JEROME B. CLAY, Chairman of the Board

THOMAS C. FOGARTY, President

STAFF VICE PRESIDENTS

MR. JAMES C. MINTZ, JR., Chief and Finance Group Sales

RAYMOND F. DYER, Financial and Corporate Counsel

JOHN C. MURRAY, Director of Technical Development

CHARLES S. STANFORD, Finance

DIRECTOR OF SALES RESEARCH & PROMOTION
RAYMOND G. FISHERGENERAL MANAGER, INDUSTRIAL RELATIONS
WARREN A. LACEYGENERAL MANAGER, INDUSTRIAL ENGINEERING
JAMES B. LYNCHCONTROLLER
GREGORY J. BARRYCONTROL OFFICER
HOWARD T. HEINSECRETARY AND TREASURER
LOREN S. KERNINASSISTANT SECRETARY
WALTER KOTZASSISTANT TREASURERS
JOHN S. GARTY
ERNEST MEYER
PETER S. WOLD

Transfer Agents and Registrars

	TRANSFER AGENTS	REGISTRARS
COMMON STOCK	Bankers Trust Company New York, N. Y.	Irving Trust Company New York, N. Y.
	National Trust Company Limited Toronto and Montreal, Canada	Eastern Trust Company Toronto and Montreal, Canada
5% CUMULATIVE PREFERRED STOCK	Bankers Trust Company New York, N. Y.	Irving Trust Company New York, N. Y.
SECOND PREFERRED STOCK	Manufacturers Trust Company New York, N. Y.	Chemical Bank Exchange Bank New York, N. Y.

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Operations

METAL OPERATIONS GROUP



REUBEN L. PERIN
Executive Vice President



HORACE M. BLINN
Vice President, Pacific Division



WILLIAM M. CAMERON
Vice President, Central Division



GREEN O. MCJUNKINS
Vice President, Eastern Division

ROBERT GAIN
PAPER PRODUCTS GROUP

NORMAN F. GREENWAY
Executive Vice President



WILLIAM M. ALLEN^{*}
Vice President,
Containers & Kraft Paper Division



PETER F. WOJTUS
Vice President,
Fibre Draw & Corrugated Box Division



WILLIAM H. CADWO
General Manager,
Business & Folding Carton Division



DAVID H. ROSS
General Manager
President, Ltd. Company Canada (Bristol)

GLASS AND PLASTIC
OPERATIONS GROUP

LAWRENCE WILKISON
Executive Vice President



EUGENE E. VAN METER
Vice President, Paper Container Division



PHILIP G.C. WHITE
Vice President, White Cap & Band Glass Division



J. GORDON KING
General Manager, Hard-Air Glass Division



RABIN C. SCHENE
General Manager, Ballpoint Pen Division

OTHER OPERATIONS



LOWELL E. HANCOCK
General Manager, Ocean Division



AUBREY W. VAUGHAN, JR.
General Manager,
Equipment Manufacturing Division



FRANK A. WHITVALL
General Manager
President, Continental Gas Company
of Canada, Limited

^{*}Also responsible to the Board of Directors,
for the Management of Insurance Paperboard Corporation,
a 50% owned subsidiary.

139 Plant Locations—indicating the diversification and scope

METAL OPERATIONS (U. S. AND CUBA)—80

● Metal Division

Ansonville, Fla.
 Baltimore, Md.
 Birmingham, Ala.
 Chicago, Ill.
 Cincinnati, Ohio
 Cleveland, Ohio
 Coffeyville, Kan.
 Denver, Colo.
 Elwood, Ind.
 Harvey, La.
 Havana, Cuba
 Hayward, Calif.
 Houston, Texas

Hurlock, Md.
 Los Angeles, Calif.
 Malden, Mass.
 Muskegon, Mich.
 Milton, Pa.
 Milwaukee, Wis.
 New York, N. Y.
 Oakland, Calif.
 Oil City, Pa.
 Omaha, Neb.
 Piquette, N. J.
 Pittsburg, N. J.
 Pittsburg, Calif.

Pittsburgh, Pa.
 Portland, Ore.
 Sacramento, Calif.
 San Jose, Calif.
 San Leandro, Calif.
 Seattle, Wash.
 St. Louis, Mo.
 Stockton, Calif.
 Syracuse, N. Y.
 Tampa, Fla.
 Terminal Island, Calif.
 Wells Falls, Wash.
 Water Garden, Fla.

GLASS AND PLASTICS OPERATIONS—33

▲ Hazel-Atlas Glass Division

Ada, Okla.
 Clarkburg, W. Va.
 Gaston, W. Va.
 Lancaster, N. Y.

Montgomery, Ala.
 Oakland, Calif.
 Plainfield, Ill.
 Pomona, Calif.

Washington, D. C.
 Wheeling, W. Va.
 Zanesville, Ohio

● Shellmar-Bethner Division

Beaumont, Texas
 Columbus, Ga.
 Dixon, Pa.

Milwaukee, Wis.
 Mt. Vernon, Ohio
 Newark, Ohio

South Gate, Calif.

▲ White Cap and Bond Crown Division

Chicago, Ill.
 Los Angeles, Calif.

Milwaukee, Wis.
 New Orleans, La.

Pittsburgh, Pa.
 Wilmington, Del.

▲ Paper Container Division

Chicago, Ill.
 Kennesaw, Conn.

Los Angeles, Calif.
 Newark, N. J.

Three Rivers, Mich.

ROBERT GAIR PAPER PRODUCTS GROUP—44

● Boxboard and Folding Carton Division

Chicago, Ill.
 Elkhart, Ind.
 Herrick, Mass.

Los Angeles, Calif.
 Middleton, Ohio
 Natick, Mass.

New London, Conn.
 Paterson, N. Y.
 Tonawanda, N. Y.

● Fibre Drum and Corrugated Box Division

Atlanta, Ga.
 Cambridge, Mass.
 Cleveland, Ohio
 Ft. Naughton, N. Y.
 Jackson, Miss.
 Los Angeles, Calif.
 Marionville, Mo.
 Midland, Mich.

New Orleans, La.
 Philadelphia, Pa.
 Pittsburgh, Calif.
 Plymouth, Mich.
 Portland, Conn.
 Reading, Pa.
 Richmond, Va.
 St. Louis, Mo.

Scranton, N. Y.
 Elizabeth, N. J.
 Tonawanda, N. Y.
 Tyler, Texas
 Van Wert, Ohio

● Containerboard and Kraft Paper Division

Hager, La.

Hager, Va.

Port Wentworth, Ga.

● Gair Company, Canada Limited

Campbellford, Ont.
 Edmonton, Alberta

London, Ont.
 Montreal, Que.

Toronto, Ont.
 Winnipeg, Man.

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of our 1957 operations

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OTHER OPERATIONS - 12

- Equipment Manufacturing Division: Seattle, Wash.; Chicago, Ill. (2); Syracuse, N. Y.
- Continental Can Company of Canada, Limited: Calgary, Alberta; Hamilton, Ont.; Montreal, Que.; New Toronto, Ont. (2); St. Laurent, Que.; Toronto, Ont.; Vancouver, B. C.

OPERATING SUBSIDIARIES

- Continental Can Company of Canada, Limited: Montreal, Que., Canada; FRANK A. WHITTALL, President
- Gar Company Canada Limited: Toronto, Ont., Canada; DAVID H. BOLD, President
- Continental Can Corporation: Havana, Cuba; CLARE A. VALENTINE, General Manager
- Gar Woodlands Corporation: Savannah, Georgia; THEODORE W. EARLE, President
- Southern Paperboard Corporation: Port Wentworth, Georgia; WILLIAM M. JALLIN, President
- White Cap Company: Chicago, Illinois; PHILIP O'C. WHITE, President



[fol. 1863] 3360

SERVING INDUSTRY... SERVING AMERICA



Continental Can Company, Inc.

[fol. 1864]

DEFENDANT'S EXHIBIT J

IN THE DISTRICT COURT OF THE UNITED STATES FOR THE
WESTERN DISTRICT OF PENNSYLVANIA

In Proceedings for the Reorganization of a corporation

No. 21680

In the Matter of:

NEVILLE ISLAND GLASS COMPANY, INC. Debtor

PETITION OF DISTINTERESTED TRUSTEE FOR DIRECTION AS TO
FORM AND MANNER OF SUBMISSION OF TRUSTEE'S REPORT
AND STATEMENT UNDER SECTION 167 (5) OF CHAPTER X
OF THE BANKRUPTCY ACT AND RELATED MATTERS.

(Trustees' Petition No. 8)

To the Honorable The Judges of Said Court:—

The petition of Joseph H. Bialas respectfully represents:

First: On March 1, 1948 petitioner was appointed as the disinterested trustee in this matter and at the same time R. M. Marshall was appointed as the operating trustee. Said trustees duly qualified and have been acting in such capacity.

Second: Thereafter on March 15, 1948 petitioner and the co-trustee reported pursuant to Section 167 (1) of Chapter X of the Bankruptcy Act, recommending discontinuance of operations for the reasons set forth and, order of court was entered accordingly.

Third: Pursuant to Section 167 (5) of said Act (11 USCA 567), petitioner has prepared in detail "report and statement of trustee" reflecting his investigation of the property, liabilities and financial condition of the debtor, the desirability of the continuance thereof and causes of action available to the debtor. As stated therein (p. 22) the final preparation thereof for submission was contingent upon the outcome of matters pending with Hartford Empire Company which were finally adjudicated by decree entered on September 10, 1948.

Fourth: Petitioner submits herewith said "report and statement of trustee" having attached thereto as Exhibit

"A" report of auditors as made to the trustees and as Exhibit "B" statement of cash transactions by the trustees. Request is made that your Honorable Court approve said report as to form and substance and order that the same be filed as part of the record herein.

Fifth: Petitioner requests authorization to have said "report and statement of trustee" printed and then direction that in such printed form said "report and statement of trustee" be sent by ordinary mail to all creditors and stockholders of debtor, to the Colonial Trust Company of Pittsburgh, Pa. as indenture trustee, to the Securities and Exchange Commission, to Frank W. Stonecipher, Esq. record counsel for the Protective Committee for Unsecured Creditors and to Messrs. Kountz, Fry, Staley & Meyer, counsel of record for certain stockholders, each said printed copy to contain on the first cover page notice in the following form.

Notice

To the creditors and stockholders, indenture trustee, the Securities and Exchange Commission and other persons interested in the matter of Neville Island Glass Company, Inc. debtor.

[fol. 1866] Notice is hereby given that the creditors and stockholders of Neville Island Glass Company, Inc., the above named debtor, may submit to me at my office, 2610 Grant Building, Pittsburgh 19, Pa., on or before December 1, 1948 suggestions for the formulation of a plan for the reorganization of the debtor or proposals relative to the form of plan for the reorganization of the debtor.

Joseph H. Bialas, Trustee.

T. F. Ryan, Attorney for Trustees, 2610 Grant Building, Pittsburgh 19, Pa.

Dated at Pittsburgh, Pa., November, — 1948"

Sixth: Relative to said report of auditor's attached as Exhibit "A" to the foregoing "report and statement of trustee" petitioner represents that printing of the extensive notes and schedules forming part thereof would serve

to make the cost of such printing excessive if not prohibitive and that in said "report and statement of trustee" petitioner calls attention to this situation and to the fact that the original of the auditor's report is of record and open for inspection. Furthermore it is believed that considerable of the data contained in said notes and schedules has been already summarized by petitioner in the "report and statement of trustee". Therefore petitioner believes it proper and advisable to print only the following portions of said auditor's report, viz;

	Page
Certificate	1
Exhibit "A" balance sheet March 1, 1948.....	2
Exhibit "B" statement of income, profit and loss year ending December 31, 1947 and period Jan- uary 1 to March 1, 1948	3
[fol. 1867]	
Exhibit "C" statement of earned surplus deficit, statement of paid in surplus March 1, 1948.....	4
Note B at page 5, last two paragraphs without accompanying table;	
Note C on page 6, except second sentence of first paragraph, reference to note J in third para- graph, entire fourth paragraph and reference to note 1 in fifth paragraph;	
Note E starting at page 6, first three sentences of first paragraph and last two sentences of second paragraph;	
Note F (without the accompanying table) com- mencing on page 8 with the exception of the seventh and eighth paragraphs thereof;	
Note P on page 15, first paragraph including sub- divisions (a) to (f);	
Schedule No. 4	39
Schedule No. 5	40
Schedule No. 6	41
Schedule No. 7	42
Schedule No. 10	45

Therefore petitioner submits all the foregoing to your Honorable Court and prays for due authority and direction in the premises. Furthermore petitioner prays that your Honorable Court fix December 1, 1948 as the date by which time parties in interest shall submit to petitioner suggestions for reorganization and also that your Honorable Court fix the date by which time petitioner shall file a plan of reorganization.

Joseph H. Bialas.

[fol. 1868] Commonwealth of Pennsylvania
County of Allegheny, ss:

Before me, a Notary Public in and for said County and Commonwealth, personally appeared Joseph H. Bialas, petitioner herein, who being duly sworn according to law, deposes and says that the allegations contained in the foregoing petition are true and correct as he verily believes.

Joseph H. Bialas.

Sworn to and subscribed before me this 3rd. day of November 1958.

Vera Skelley, Notary Public.

My commission expires, March 11, 1949.

[fol. 1869] Order of Court

And now, to-wit, this 4th day of November 1948 the within petition presented in open court and upon consideration thereof it is hereby ordered, adjudged and declared as follows:

1. The "report and statement of trustee" attached to the foregoing petition as Exhibit No. 1 be and the same is hereby approved as to form and substance and the same is ordered to be filed so as to become part of the record herein.

2. As an administration cost in this proceeding said report shall be printed, including the portions of the auditor's report attached thereto as Exhibit "A" which are indicated in the within petition together with statement attached to the "report and statement of trustee" as Exhibit "B", and such printed copy thereof shall be sent by ordinary mail to

each creditor and stockholder of debtor as appearing on its books and records; to Colonial Trust Company of Pittsburgh, indenture trustee; to the Securities and Exchange Commission; to Frank W. Stonecipher, Esq., counsel of record for Protective Committee for Unsecured Creditors; and to Messrs. Kountz, Fry, Staley and Meyer, counsel of record for certain stockholders.

3. December 1, 1948 is fixed as the last date by which bondholders, creditors, stockholders and other parties in interest may mail to the disinterested trustee suggestions for a plan of reorganization or proposals relative thereto, same to be in typewritten form and the first cover page of such printed copy of the "report and statement of trustee" [fol. 1870] shall contain notice addressed and in the form as indicated in the within petition relative to submission of suggestions for the formulation of a plan of reorganization of the debtor.

4. Proof of mailing shall be filed of record not later than December 1, 1948.

5. The trustees shall file a plan of reorganization on or before December 31, 1948.

6. Copy of this order of court shall in printed form be sent to each party in interest with the printed copy of the "report and statement of trustee" under Section 167(5) of Chapter X of the Bankruptcy Act.

R. M. Gibson, D.J.

[fol. 1871]. IN THE DISTRICT COURT OF THE UNITED STATES
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In Proceedings for the Reorganization of a corporation

No. 21680

In the Matter of NEVILLE ISLAND GLASS COMPANY, INC.,
Debtor

Report and Statement of Trustee

(Pursuant to Section 167 of Chapter X of the
Bankruptcy Act)

Introduction

By decree entered on March 1, 1948 the Honorable Robert M. Gibson, Judge of the District Court of the United States for the Western District of Pennsylvania, approved the voluntary petition of Neville Island Glass Company, Inc. (hereinafter some times referred to as "Company" or "debtor") for reorganization pursuant to Chapter X of the Bankruptcy Act and thereupon appointed Joseph H. Bialas as disinterested trustee and R. M. Marshall as operating trustee. This report is submitted by said disinterested trustee under and in accordance with Section 167 of that Act for the purpose of informing the Court and all parties in interest relative to the property, liabilities and financial condition of the debtor, the operation of its business, available causes of action and other information upon the basis of all of which a plan of reorganization may be susceptible of formulation.

Formation of Debtor

Walkerman D. Dugan, who became president and director of the Company, originally conceived the idea of locating a new glass-container manufacturing plant in the Pittsburgh area, the basis being such claimed attractions as potential [fol. 1872] volume of business, proximity of sources of supply and abundance of skilled labor. His first association with

this industry was as a certified public accountant and later he became active in an executive capacity as president of Olean Glass Company, Olean, N. Y., of which City he became mayor.

His first approach was to New York underwriters in 1945 relative to plans for financing such a company. Also he consulted Frazier-Simplex Inc. of Washington, Pa., engineers of national repute in the design and construction of glass plants, and in the course of discussion plant site and construction costs were estimated at about \$1,000,000.00. Frazier-Simplex Inc. put Mr. Dugan in touch with Pittsburgh Coke & Chemical Company on Neville Island which was desirous of having such a glass plant nearby to use its by-product gas as an available source of unfailing fuel supply.

The plan for financing the Company finally proposed by the underwriters called for the issuance of \$700,000.00 in first mortgage bonds and a like amount in stock. Pittsburgh Coke & Chemical Company indicated its willingness to take the bonds if the Company would purchase an adjoining tract on Neville Island as the site of its plant to use said gas and provided that Mr. Dugan was successful in having the underwriters take the stock.

On the basis of such understandings the Company was incorporated on February 14, 1946 under the laws of Pennsylvania to engage in the business of manufacturing glass containers and glass products generally.

[fol. 1873] The articles of incorporation list the first directors of the Company as being

Walkerman D. Dugan (who became president)

Charles D. Franchot (of counsel for Company)

Allan L. Melhado (with one of the underwriters)

Richard M. Marshall (One of the trustees here and president and director of Pittsburgh Coke & Chemical Company).

Ralph C. Baker (with one of the underwriters)

On March 16, 1946 Mr. T. W. Kirkpatrick (secretary and director of the Pittsburgh Coke & Chemical Company) was elected a director. On June 17, 1946 Mr. John J. Connell

(with one of the underwriters) was elected a director. On June 19, 1947 Mr. H. R. Mustard (treasurer and director of Pittsburgh Coke & Chemical Company) was elected vice-president in charge of finance.

Due action was taken to confirm the above recited preliminary arrangements and to authorize the bond and stock issues. A tract of 5.216 acres on Neville Island adjoining the plant of Pittsburgh Coke & Chemical Company was acquired from the latter at \$5,000.00 per acre or \$26,080.00. Pittsburgh & Ohio Valley Railroad Company (a wholly owned subsidiary of Pittsburgh Coke & Chemical Company) extended its tracks to the property line and the Company paid \$12,200.00 for construction of railroad siding on its own land.

Registration statement was filed with the Securities and Exchange Commission on June 3, 1946 and the prospectus made public offering of the stock issues. Those documents indicated the speculative nature of this enterprise.

[fol. 1874] Capitalization of Debtor

Under the articles of incorporation and amendments thereto or by corporate action duly taken capital issues were authorized as follows:

Class A Stock—70,000 shares of the par value of \$1.00 each, entitled to dividends of 60 cents per annum payable quarterly—annually cumulative from January 1, 1948 (and prior thereto net profits permitting) with provision that one thereof is exchangeable for two shares of common stock; that each class A share is redeemable on call at \$11.00 and that each thereof is entitled to \$10.00 in dissolution or other liquidation. Although originally without vote each share of class A stock was later given one vote with the further provision that if cumulative dividends should remain unpaid for eight consecutive quarters the holders thereof as a class have the right to elect two directors of the Company.

Common Stock—600,000 increased to 920,000 shares of the par value of 10 cents per share, each entitled to one vote, to dividends after payment of all accumulations on the class A stock and to share in dissolution

or other liquidation only after holders of class A stock have received \$10.00 per share as aforesaid and accumulated dividends.

Bonds—By trust indenture of mortgage dated April 1, 1946 but acknowledged and recorded on May 29, 1946 in mortgage book vol. 2802, page 30, to Colonial Trust Company as trustee, bonds to the total of \$1,200,000.00 [fol. 1875] face amount were authorized to be issued in series from time to time. The initial issue was \$500,000.00 face amount of class A bonds (non-convertible) and \$200,000.00 face amount of class B bonds (convertible). Attached to said recorded mortgage indenture is part of an agreement dated May 29, 1946 with Pittsburgh Coke & Chemical Company whereby the latter agreed to buy said initial issue on or before August 1, 1946 provided that \$437,460.00 received from sales of class A and common stock together with \$700,000.00 of bond proceeds be deposited with the trustee as plant construction fund. First supplement to said mortgage indenture is dated June 25, 1947 which was acknowledged and recorded the same day in mortgage book vol. 5882, page 8, reciting that plant construction costs have exceeded estimates and providing for \$250,000.00 face amount of series C bonds to be dated June 25, 1947 and to mature September 25, 1947. Second supplement to said mortgage indenture is dated August 1, 1947 which was acknowledged and recorded on August 2, 1947 in mortgage book vol. 2904, page 6, providing for \$500,000.00 face amount of series D bonds to be dated August 1, 1947, the purpose thereof being to redeem series C bonds and to pay construction costs remaining in the amount of \$211,812.16.

[fol. 1876] Disposition of Capital Issues

The Company sold to underwriters 60,000 shares of class A stock and 60,000 shares of common stock for public offering in units of one share of class A stock and one share of common stock at \$10.10 per unit which was done in August 1946. The discount to underwriters was \$1.50 per unit, resulting in net proceeds of \$8.60 per unit to the Company or a total of \$516,000.00 with a cost to the public of \$606,000.00.

In April 1946 sales were made to Walkerman D. Dugan, president and director of the Company, totalling 10,000 shares of class A stock and 10,000 shares of common stock on the basis of \$8.60 per unit (the same net as above), thus proucing \$86,000.00. In addition there were sales of common stock to him and to underwriters to the extent of 270,000 shares at the par value of 10 cents each or \$27,000.00. On September 3, 1947 the Company sold to Pittsburgh Coke & Chemical Company 320,000 shares of common stock at the par value of 10 cents per share of \$32,000.00.

Thus 70,000 shares of class A and 660,000 shares of common stock were issued and the net proceeds of sales thereof amounted to \$661,000.00 (\$602,000.00 for 70,000 units at \$8.60 per unit and \$59,000.00 for 590,000 shares of common at 10 cents each). There were reserved 260,000 shares of common stock to meet the conversion privileges of 70,000 shares of class A stock and of \$200,000.00 of class B bonds (hereinafter stated).

Schedule of said net proceeds from sale of capital stock is as follows:

[fol. 1877]

April 1946			
Class A	W. D. Dugan	10,000 Shs.	\$ 85,000.00
Common	W. D. Dugan	160,000 Shs.	16,000.00
	A. L. Melhade	30,000 Shs.	3,000.00
	C. P. Franchot	20,000 Shs.	2,000.00
	W. B. Dessner	10,000 Shs.	1,000.00
	C. G. Wray	12,000 Shs.	1,200.00
	Amott, Baker & Company	32,000 Shs.	3,200.00
	Buckley Bros.	8,000 Shs.	800.00
	Herrick, Waddell & Company, Inc.	8,000 Shs.	-800.00
			28,000.00
			\$113,000.00
August 1946			
Class A	Amott, Baker & Company	20,000 Shs.	\$170,000.00
	Buckley Bros.	20,000 Shs.	170,000.00
	Herrick, Waddell & Company, Inc.	20,000 Shs.	170,000.00
			510,000.00
Common	Amott, Baker & Company	20,000 Shs.	2,000.00
	Buckley Bros.	20,000 Shs.	2,000.00
	Herrick, Waddell & Company, Inc.	20,000 Shs.	2,000.00
			-6,000.00
			\$516,000.00
September 3, 1947			
Common	Pittsburgh Coke & Chemical Company	320,000 Shs.	\$ 32,000.00
			32,000.00
			\$661,000.00

The authorized funded indebtedness was divided into \$1,000,000.00 first mortgage 4½ percent non-convertible bonds (due April 1, 1956) and \$200,000.00 first mortgage 4½ percent bonds (due April 1, 1956) convertible into 120,000 shares of common stock. On August 13, 1946 the Company sold to Pittsburgh Coke & Chemical Company \$500,000.00 of Series A bonds and \$200,000.00 of Series B bonds for \$700,000.00 cash plus interest accrued thereon after April 1, 1946. The initial proceeds to the Company from stock and bond sales thus were as follows:

[fol. 1878]

Proceeds from sale of stocks to promoters.....	\$ 113,000.00
Proceeds from sale of stocks to public (not including September 3, 1947 sale to Pittsburgh Coke & Chemical Company for \$32,000.00).....	516,000.00
Proceeds from sale of bonds.....	700,000.00
Total	\$1,329,000.00

The proposed application of the foregoing proceeds as shown on the Prospectus was as follows:

Estimated cost of plant.....	\$1,163,540.00
Estimated organization expenses.....	36,000.00
Estimated interest and salaries prior to operation.....	2,250.00
Balance for working capital.....	103,210.00
Total	\$1,329,000.00

The Company later sold to Pittsburgh Coke & Chemical Company \$250,000.00 of Series C bonds at par on June 24, 1947 and on September 3, 1947, sold to the same purchaser \$500,000.00 of Series D bonds at 90 or \$450,000.00, retiring the \$250,000.00 of Series C bonds out of said proceeds.

Upon acquisition of plant site and commencement of plant construction the relative voting power and equity investments appeared to be as follows:

	Before Conversion		After Conversion		Cash Equity Investment	
	Votes	%	Votes	%	Amount	%
Promoter group	200,000	71	300,000	50	\$113,000	12
Pittsburgh Coke & Chemical Company	—	—	120,000	20	200,000	22
Public	120,000	29	180,000	30	606,000	66
	410,000	100	600,000	100	919,000	100

After sale of 320,000 shares of common stock to Pittsburgh Coke & Chemical Company on September 3, 1947 the foregoing table reflected the following:

[fol. 1879]

	Before Conversion		After Conversion		Cash Equity Investment	
	Votes	%	Votes	%	Amount	%
Promoter group	290,000	40	300,000	33	\$113,000	12
Pittsburgh Coke & Chemical Company	320,000	44	440,000	48	232,000	24
Public	120,000	16	180,000	19	606,000	64
	<u>730,000</u>	<u>100</u>	<u>920,000</u>	<u>100</u>	<u>\$951,000</u>	<u>100</u>

Assets of Debtor

The books show that for \$26,080.00 the Company purchased from Pittsburgh Coke & Chemical Company a tract of land on Neville Island in addition to which it deposited the sum of \$1,137,460.00 with Colonial Trust Company, the mortgage indenture trustee, for disbursement on engineers' certificates covering construction of plant estimated to cost with land and site improvements the amount of \$1,163,540.00. However final construction costs including purchase of molds, the installation of equipment and other items amounted to considerably more than the above estimate.

The plant is erected on a rectangular—U—shaped tract of land consisting of slightly more than five acres on Neville Island with railroad siding and with access to paved road at each horn of the U. Enclosed within said horns is a tract of over three acres abutting on the paved road, which lot debtor has the option to purchase at \$16,985.00 within ten years from the date the plant is placed in operation and upon which debtor erected a one-story concrete block building used by it for offices. The plant building is steel clad on solid concrete foundation and houses (1) a single furnace or tank of brick construction for the production of molten glass, (2) bins or silos for raw materials, (3) system or [fol. 1880] equipment for transfer of raw materials to furnace, (4) large air compressor unit, (5) six production (6) mold shop with molds, tools, etc. and space for storing cartons and finished product.

Debtor's books reflect the construction costs at \$899.70 as an opening asset entry.

All equipment comprising the six production lines (six each of feeders, forming machines, lehms and stackers with auxiliary equipment) is owned by Hartford Empire Company under patents and debtor had entered into lease-license agreements with said patent owner on the basis of payment of license fees and certain production or minimum royalties. The license fees paid in cash by debtor amounted to \$164,000.00 in addition to which installation and engineering costs increased the investment of debtor therein to \$255,948.42 as an asset value on its books included in the total plant cost aforesaid.

Said plant has a capacity of about 150 tons daily production of finished ware. One criticism of the plant layout is that the warehouse space and facilities are inadequate which resulted because of insufficient funds to extend warehouse construction as originally planned on land owned and available therefor. Once the furnace is started, operations must be continuous around the clock with three shifts of personnel. Thus considerable warehouse space is required for storage of finished ware for periodic shipments to customers and economy of operation demands the longest possible runs on one type of product into storage so as to obviate expensive delays incident to mold changes.

[fol. 1881]. On March 1, 1948 the books of debtor reflected current assets totalling \$322,724.81 made up of cash, accounts receivable and inventories. All assets as carried on the books at the total of \$2,146,134.14 are shown in detail by report of auditors attached hereto and made part hereof as Exhibit "A". Extensive notes, schedules and analyses accompany said report as filed of record in this proceeding with the original hereof which are open for any inspection but all thereof are not printed to save excessive cost. (The trustees were authorized by the Court in the interest of considerable savings to employ as auditor D. G. Sisterton & Company of Pittsburgh, Pa., who had acted in such capacity for debtor and who had made substantial audit of its affairs to December 31, 1947. D. G. Sisterton & Company act as tax advisers for Pittsburgh Coke & Chemical Company).

Liabilities of Debtor

Bonds in the face amount of \$1,200,000.00 are secured by trust indenture of mortgage to Colonial Trust Company trustee, dated April 1, 1946, which recorded encumbrance constitutes a first lien on the land, plant and equipment. All outstanding bonds are held by Pittsburgh Coke & Chemical Company as aforesaid.

Notes payable to Pittsburgh Coke & Chemical Company as of March 1, 1948 were in the net amount of \$73,828.18. These notes are secured by assignments of trade accounts receivable under the following arrangements.

On May 14, 1947 the Company borrowed \$50,000.00 from Pittsburgh Coke & Chemical Company upon the basis of assignment of specific accounts receivable. This [fol. 1882] was later changed to a revolving collateral fund, so that when payment of a pledged account was received by Pittsburgh Coke & Chemical Company it advanced a like amount to Neville Island Glass Company Inc. upon receipt of an additional assigned account or accounts receivable. In this way the total amount of said loan was increased by \$11,653.79 cash advanced against customer's checks which were later returned "unpaid".

Commencing February 1, 1948 a new arrangement was entered into whereby the revolving collateral fund was discontinued and the Company immediately discounted current invoices by assigning and pledging the same to Pittsburgh Coke & Chemical Company for cash advances equal to approximately eighty percent of the face amount thereof, each advance being evidenced by demand note.

In regard to all the foregoing assignments it would appear that there was adequate compliance with the Pennsylvania Act of July 31, 1941 P.L. 606 (69 Purdon's Statutes sec. 561) by making due entry of each thereof on the books and records of debtor. Duplicate original of each invoice contained stamped notation of assignment and was furnished to the assignee; indication of such assignment was stamped on the retained office copy of invoice; and appropriate notation of assign-

ments was stamped opposite respective invoice numbers on the accounts receivable ledger.

[fol. 1883] During February 1948 payments were received on account of assignments in the revolving collateral fund whereby the indebtedness thereunder was reduced to \$6788.83. Under said arrangement for discounting invoices the advances during the month of February 1948 totalled \$122,300.00 and as each assigned invoice was paid, Pittsburgh Coke & Chemical Company made application to the respective note and remitted the balance to the Company, thus reducing said indebtedness to \$67,039.36.

In addition to the foregoing the books of debtor show that Pittsburgh Coke & Chemical Company made unsecured cash advances totalling \$190,791.47 including \$9,591.47 for freight bills due Pittsburgh & Ohio Railroad Company, a subsidiary of Pittsburgh Coke & Chemical Company, as follows:

Date	Amount
Sept. 24, 1947	\$ 25,000.00
Oct. 21, 1947	29,200.00
Nov. 12, 1947	6,000.00
Nov. 19, 1947	15,000.00
Dec. 3, 1947	30,000.00
Dec. 12, 1947	7,000.00
Dec. 22, 1947	15,000.00
Dec. 24, 1947	10,000.00
Jan. 19, 1948	17,500.00
Jan. 21, 1948	6,500.00
Jan. 27, 1948	10,000.00
Jan. 30, 1948	10,000.00
Feb. 29, 1948	9,591.47
	<u>\$190,791.47</u>

Also there is due it and subsidiaries the sum of \$195,141.38 on open account as follows:

[fol. 1884]

Company	Description	Amount
Neville Concrete Pipe Company	Concrete Block	\$ 1,756.38
Pittsburgh Coke & Chemical Company	Gas	\$182,872.60
	Electric power and water	3,386.65
	Miscellaneous materials and services	<u>6,608.40</u>
		192,867.65
Pittsburgh & Ohio Valley Railway Company	Demurrage, etc.	517.35
		<u>\$195,141.38</u>

Trade accounts payable in the total amount of \$554,704.37 represent chiefly raw materials, supplies, services, royalties and other items (to Hartford Empire Company), balances due on contracts relative to erection of building and installations therein and a substantial amount of carton materials. All of them are unsecured items with the possible exception of two mechanics liens totalling about \$2,500.00. Income taxes withheld from employees but unremitted, payroll taxes and accrued real estate taxes are indicated as being liens or preferential items.

[fol. 1885]

Business of Debtor

There was considerable expansion in the glass-container manufacturing industry following outbreak of the European war in 1939. After the United States became involved such expansion grew tremendously and continued after cessation of hostilities. Production during 1946 was almost three times that of 1938. To a great extent this was caused by priorities on tin for other uses, thus relegating consumers thereof to glass containers. It would appear that the Company was conceived in an era of tremendous expansion of this industry which continued through 1946 into the first quarter of 1947.

Plant construction and installation of equipment and machinery progressed to such a point that on March 31, 1947 the furnace was lit and operations were started. As a newcomer the Company was confronted with keen competition and its products had to meet severe tests before acceptance thereof under possible contracts therefor. Considerable business tentatively in prospect did not materialize. For a short period the price structure in this industry remained firm and demand continued good. After four or five weeks there were sharp declines in price but nevertheless demand fell off considerably (for example, finished ware of a particular size selling at say \$10.00 a gross later commanded only \$3.00 to \$4.00 per gross).

Examination of the books and records of debtor indicates an amazing amount of overtime throughout its payrolls. Among the reasons advanced are that plant employees were "green", that there was almost constantly a large labor turnover, that inspection was inefficient which resulted in the packing and shipping of bad product and that inade-

[fol. 1886] quate warehouse storage facilities led to considerable rehandling and repacking.

The majority of sales were to distributors at a discount under the market price. Some of these distributors had made cash advances (as hereinafter mentioned) against future supply to them of finished product. Overshipments to these and other customers set up artificial accounts receivable and resulted in losses due to storage charges and forced sales.

As of June 10, 1947 a report was made to Pittsburgh Coke & Chemical Company by Arthur W. Schmid & Company, Pittsburgh, Pa., engineers in the design and operation of glass plants. The express purpose of said report was to estimate "the possibilities and amount of profit that might reasonably be expected from future operations" of the Company's plant. In attempting to forecast the commercial possibilities of said plant the report analyzes cost of raw materials and of operations. There is indication that construction of the plant was in the face of many adverse conditions of material and labor supply with the result that the premium for obtaining the various items in order to complete the plant is estimated at \$200,000.00; in addition to which there was a substantial rise in prices during the period of construction. It is pointed out that the Company has a reliable year around supply of fuel in the by-product gas of Pittsburgh Coke & Chemical Company and that the additional capital investment required for installation of gas equipment is balanced by the overall cost of said fuel. There were no predictions as to future sales or prices and the report concludes with the statement "that the Company has a modern well located plant and a capable manufacturing and sales staff; and should prove to be a profitable enterprise".

[fol. 1887] Increased construction costs left the Company without adequate working capital. Competition forced it to accept business in less desirable and less profitable lines. Production and overhead costs exceeded the market price of finished ware. Operations resulted in losses each month averaging \$60,000.00 to \$70,000.00 during the eleven months of actual operation prior to March 1, 1948. These conditions broadly indicate some of the reasons for this proceeding.

Various Problems

Discontinuance of Operations—Immediately upon their appointment the trustees made thorough inquiry and investigation into the assets and affairs of the Company particularly with a view to deciding upon continuance of operations. As a first precaution notice of layoff was given to all employees with the exception of the office force and a few key personnel in the plant. To date no upward trend of price or demand has occurred in this industry to warrant any change in that conclusion. A study of market prices against production costs served to convince the trustees that continuance of operations pointed to certainty of substantial losses. Upon the basis of available data it appeared that production of one ton of finished ware would cost in excess of \$70.00 against an apparent selling price averaging only about \$55.00 to \$60.00 per ton. Therefore the trustees concluded that it was most inadvisable to continue operations and so recommended to the Court in record submission accordingly, upon which an order was entered approving the recommendation of the trustees. Suppliers of materials on current order were notified to discontinue shipments forthwith.

[fol. 1888] The plant was closed down and watchmen were employed to guard the plant twenty-four hours daily as required by the insurance policies. Office personnel were continued for some weeks during which time the trustees put forth efforts to collect accounts receivable and to liquidate assets for which any market was available. During this period the books and records of debtor were examined by accountants for the trustees pursuant to order of court and were also examined by accountants representing the Committee for Unsecured Creditors as well as by representatives of the Securities and Exchange Commission. Presently the trustees have in their employ only the watchmen aforesaid with the exception of Mr. John W. Adams, bookkeeper of debtor, whose services are required occasionally.

Wages—On February 28, 1948 the Company issued checks covering payroll for the period ending February 21, 1948 and in advance thereof the Company had transferred to payroll account funds to meet said checks. However prac-

tically none of these checks had cleared at bank on March 1, 1948 and immediately upon their appointment the trustees became legally vested with all funds and property rights of debtor by reason of which the bank could not honor said payroll checks. The result was considerable hardship and embarrassment to the employees whose commitments for daily living expenses were based upon receipt of wages. Inasmuch as wages earned within three months constitute a preference under the law and in consequence of many frantic pleas to them the trustees presented that entire situation to the Court and decree was entered authorizing and directing the trustees to make payment of wages constituting legal preferences including wages earned and accrued from Feb. [fol. 1889] ruary 21, 1948 to March 1, 1948, whereby the trustees paid out a total of \$24,173.34. Of course salaries to officers were not included nor were commission accounts to salesmen although the latter may be items for preferential consideration.

Lease-License Equipment—Debtor installed in its plant six production lines consisting of equipment for automatic operation, viz. six feeders, six forming machines, six lehrs and six stackers with auxiliary equipment. All thereof were under lease-license agreements between debtor and Hartford Empire Company, the owner of patents covering said equipment. Under said agreements debtor paid in cash about \$161,000.00 as license fees and in addition thereto paid out considerable funds for engineering and installation costs, so that the cash investment therein amounted to \$255,948.42 on its books and records. Fixed production royalties were required to be paid and certain minimum royalties during non-operation.

Said lease-license equipment is vital and essential to any operation of debtor's plant as without same it would be a mere shell. Early realizing this the trustees contacted representatives of Hartford Empire Company. The situation was that as of March 1, 1948 debtor owed Hartford Empire Company \$21,803.70 for production royalties due and unpaid for the months of September through December 1947 and for January and February 1948. Debtor was also indebted to Hartford Empire Company to the extent of about \$26,000.00 on open account for various service and engineering costs which had accrued after installation of said equipment and

prior to March 1, 1948. The lease-license agreements contained provision for revocation and termination thereof upon default in payment of royalties as well as upon bankruptcy or receivership of Neville Island Glass Company, Inc. [fol. 1890] As of May 5, 1948 Hartford Empire Company finally proposed its willingness to permit retention of said equipment by the trustees to September 1, 1948, later to December 31, 1948, provided the trustees make payment of the defaulted production royalties aforesaid amounting to \$21,803.70 and of certain minimum royalties after March 1, 1948. The trustees submitted that matter to the Court by petition for instructions and in several hearings considerable objection was raised that the item of \$21,803.70 was an open and unsecured account but was being converted into a preferential claim for immediate payment as an administration expense. On June 29, 1948 the Court entered an order refusing to approve said proposal and in opinion rendered at the same time it was held that the Reorganization Court and the trustees should have a reasonable period to determine whether or not a plan of reorganization is possible, during which time Hartford Empire Company should not be permitted to remove said equipment. Also in said order of court the trustees were authorized to pay to Hartford Empire Company minimum royalties on said equipment at \$1262.50 monthly from and after March 1 to December 31, 1948. However the result thereof was as follows:—

The trustees promptly rendered payment to Hartford Empire Company for the months of March through July 1948. By registered letter dated July 22, 1948 and received by the trustees before July 26, 1948 Hartford Empire Company rejected said payment and served upon the trustees notice of revocation and termination of said lease-license agreements, which notice would be effective after the expiration of thirty days from receipt thereof.

[fol. 1891] As a licensee under said lease-license agreements debtor had the option to request cancellation of the lease-license agreements and to make outright purchase of all said equipment at a price arrived at in accordance with formulae set up in final decree

by the United States District Court for the Northern District of Ohio, Western Division, in Civil Action No. 4426, between United States of America and Hartford Empire Company, which is often referred to as the "Toledo judgment". The trustees were informed that thereunder the cost for outright acquisition of all said lease-license equipment approximated a little more than \$291,000.00 plus any existing indebtedness.

The trustees realized that to permit said notice of revocation and termination to become effective would mean the end of said lease-license agreements and the loss of the option aforesaid, a result plainly calamitous. Accordingly they presented their petition to the Court to restrain Hartford Empire Company from effectuating said notice of revocation and termination and hearing was fixed for August 19, 1948, thus in advance of the expiration of the thirty day period. Several days before August 19, 1948 counsel for Hartford Empire Company opened discussion with the trustees relative to any possibility of settling all matters involved by declaration and definition of the rights of the parties. Of a consequence in open court on August 19, 1948 the hearing was continued to August 26, 1948 and again on the latter date was continued upon motion made in open court to [fol. 1892] September 10, 1948 for the purpose of permitting settlement negotiations, all without prejudice and with full retention of the status in the meanwhile.

Final settlement agreement was submitted to and approved by the Court on September 10, 1948, whereby the trustees and any entity emerging from this reorganization proceeding have the option of purchasing and acquiring said lease-license equipment on or before December 31, 1948 for the sum of \$302,589.23 made up of \$21,803.70 defaulted production royalties and \$280,589.23 as basic purchase price, both said sums being required under the "Toledo judgment", with further provision that in the event any plan of reorganization filed before December 31, 1948 contains provision for the outright purchase of said equipment at the price aforesaid or for the continued leasing thereof the trustees have the option accordingly and acceptance and approval of such plan by March 31, 1949 is automatic exer-

tise thereof. Such continuance of leasing requires under the "Toledo judgment" outright purchase of some of said equipment (no longer available under lease) at a cost of \$77,174.55 plus payment of the defaulted royalties amounting to \$21,803.70 or a total of \$98,978.25. Upon failure to finally exercise any of said options Hartford Empire Company is entitled to repossess said equipment which shall in the meanwhile remain in the Neville Island Glass Company, Inc. plant at the risk of Hartford Empire Company.

(It may be stated that the continuing uncertainty relative to said lease-license equipment rendered it inadvisable to file this report earlier).

[fol. 1893] Elevator Contract—During the construction of the plant Frazier-Simplex Inc. as agent of the Company issued purchase order to Marshall Elevator Company in approval of its quotation for the installation of a freight elevator at a cost of \$12,252.00, one of the terms of which provided current billings up to seventy percent of materials delivered. The Company requested extensions of time for installation of said elevator but some of the material had been delivered and Marshall Elevator Company had billed debtor \$6425.00 on account thereof. Following appointment of the trustees herein Marshall Elevator Company's petition for reclamation was allowed by the Court after full hearing.

Compressor Unit—On February 14, 1947 the Company entered into a contract with Ingersoll Rand Company (of New York) for an additional compressor unit complete with accessory equipment to cost \$30,831.00 on account of which advance payments were made to the extent of \$10,790.55. In the meanwhile a trade account payable to Ingersoll Rand Company arose for materials and replacement parts on open credit in the amount of \$1,973.39. Following their appointment the trustees approached Ingersoll Rand Company to ascertain its reaction to cancellation of said contract and received advices that the cancellation charge would be \$18,139.00 so that after application of the \$10,790.55 an unsecured claim of \$7,348.45 would result which together with the \$1,973.39 would total \$9,321.84. In the light thereof the trustees by letter to Ingersoll Rand Company stated that acceptance or rejection of said contract must be held in abeyance so that consideration may be given thereto in any plan of reorganization.

[fol. 1894] Executory Contracts—On petition of the trustees filed April 23, 1948 the Court approved the action of the trustees in terminating all contracts for current supplies of materials and supplies to debtor and the time was extended for acceptance or rejection of certain executory contracts including lease-license agreements with Hartford Empire Company, the elevator contract with Marshall Elevator Company, the option agreement with Pittsburgh Coke & Chemical Company for acquisition of additional land and the agreement with it for supply of gas fuel. At the same time hearing was fixed as to rejection of other contracts and by order entered April 29, 1948 the trustees were authorized to reject the employment agreements between debtor and Walkerman, D. Dugan, president, Herbert C. Abrahamson vice-president in charge of sales, Raymond A. Senkbiel vice president in charge of production, Herbert H. Sommers sales agent and Robert M. Ross sales agent.

Claims Available to Debtor

Accounts Receivable—The trustees have proceeded to collection of accounts receivable as reflected on the books and records of debtor including the assigned accounts. In quite a few instances they were met with assertions that Neville Island Glass Company, Inc. had accepted complaints of unsatisfactory product but no credit memoranda were found and nothing in the records of debtor substantiated such assertions. Inquiries developed the likelihood of oral allowances in some instances and where the claimed setoffs appeared reasonable on the basis of such information to the trustees they made settlement and collection of net balances accordingly. In other instances the trustees rejected such claimed setoffs and it may be that suits will be required to [fol. 1895] establish certain of the accounts receivable.

There is attached hereto and made part hereof as Exhibit "B" a brief statement of all cash transactions by the trustees to date.

Customers' Advances—(1) The sum of \$150,000.00 was received from Pittsburgh Glass Containers Inc. (of New York) as "advance payment" for the entire output of one production line for a period of two years under an arrangement entitling it to deduct semi-monthly 1/24th of said ad-

vance against current invoices. Apparently there was some difficulty in collecting the balances over and above said deductions and as of December 23, 1947, the date of last shipment, the books of debtor indicate an account receivable approximating \$71,000.00 against a remaining balance of said "advance payment" of about \$53,000.00. Under one aspect the trustees might demand payment of the \$71,000.00, thus relegating the depositor to whatever its legal position might be in regard to the balance of said "advance payment". The trustees are informed that there is some question about collecting such account and inasmuch as "advance payment" would appear to mean exactly that the practical as well as the legal solution was reached whereby the remaining balance of said "advance payment" was applied to the \$71,000.00 item so that the account receivable was reduced to \$18,000.00.

(2) The sum of \$100,000.00 cash was advanced by Glass Sales Corporation (of Chicago) under an arrangement for "return" at the rate of \$6250.00 in each twenty day period thereafter. It would appear that the Company made no actual repayments but that M. Jacob & Son of Detroit, a [fol. 1896] subsidiary of depositor, took periodic credits of \$6250.00 against current invoices to it. As of March 1, 1948 the balance of said deposit was \$12,500.00; M. Jacob & Son owed about \$3400.00 and National Bottling Company of Chicago, another subsidiary of depositor, owed about \$9200.00; and both those subsidiaries assert the right of credit pro tanto against the \$12,500.00. The trustees believe that Glass Sales Corporation should be relegated to the position of unsecured creditor for the remaining \$12,500.00 and that suits be instituted to collect the accounts receivable aforesaid.

(3) Metropolitan Bottle Company (of New York) late in 1947 deposited \$5,000.00 as "advance payment" to be credited against current invoices at the rate of \$1000.00 per month. As of March 1, 1948 the accounts receivable against it approximated \$11,000.00 after crediting against the deposit \$1000.00 in January and a like sum in February 1948. The trustees have applied the \$3000.00 balance of said deposit against the \$11,000.00 account receivable so that the net amount of the latter is \$8000.00, collection of which apparently must result from suit.

Overshipments—In some instances it was found that debtor, by reason of inadequate warehouse storage facilities, made shipments to customers in the hope of acceptance by the latter but upon refusal the Company had to place the goods in public storage. To every extent possible the trustees have made sale of such goods either subject to or upon payment of the storage charges.

Management of Debtor—When operation of the plant was started on March 31, 1947 it was an established fact that the cost of construction exceeded original estimates by about \$500,000.00. At that time the only apparent working capital [fol. 1897] consisted of the deposits or advance payments by customers to such extent as they may not have been applied on account of construction costs. Although prospects then seemed bright on the basis of attractive price structure and continuing demand the Company was not basically solvent.

Hindsight decision now might indicate a conclusion one way but failure then to commence operations surely would have resulted in immediate bankruptcy. It would appear that all parties were most sanguine and optimistic about the success of this enterprise.

It is inconceivable that the directors did not become aware of practically continuous operating losses throughout the year 1947. On one or more occasions that subject matter came up for discussion in board meetings and in each instance corporate officers advanced convincing explanations with strong representation of betterment in the light of anticipated increase in sales and promised economies of operation. Again it is certain that bankruptcy would have resulted upon a shut down.

In so far as ascertained the officers and directors were actuated by what they thought were the best of motives. President Dugan appears throughout as a confirmed optimist and there was considerable reliance upon his reputation, experience and standing in the industry. Aside from contract salaries and commissions to certain officers (at perhaps rather high rates), there is no evidence to suggest misapplication of funds or any personal benefit whatsoever.

Whether or not there was such culpable negligence as to [fol. 1898] constitute the basis of any cause of action is still open for investigation and decision.

Subordination—There has been exhaustive investigation to ascertain if any facts exist which might raise the question as to whether or not any or all the claims of Pittsburgh Coke & Chemical Company should be subordinated to those of creditors and possibly of stockholders. The result thereof is briefly summarized as follows:—

Following incorporation and organization of the Company proceeds of bond and stock sales to the extent of \$1,137,460.00 were deposited with Colonial Trust Company, trustee under the mortgage indenture, against disbursements upon engineers' certificates for construction costs. As hereinbefore set forth said construction costs considerably exceeded estimates and Pittsburgh Coke & Chemical Company advanced a net total of \$450,000.00 additional cash for \$500,000.00 face amount of bonds under the following circumstances:—

Mr. Dugan had been most optimistic that said excess of plant construction cost could be financed over a reasonable period of time out of operations. It soon became manifest that this was impossible because of severe price declines and reduction in demand. Needing immediate cash the Company approached Pittsburgh Coke & Chemical Company to purchase \$250,000.00 of Series C bonds maturing in ninety days to be redeemed out of the proceeds of \$500,000.00 of Series D bonds to be sold at 90.

[fol. 1899] Pittsburgh Coke & Chemical Company further assisted in financing operations by advancing \$50,000.00 cash on May 14, 1947 against pledge of accounts receivable which later became the revolving collateral fund hereinbefore detailed. It had received nothing on account of by-product gas being furnished and from time to time thereafter it made unsecured cash advances to Neville Island Glass Company, Inc. As shown on Exhibit "A" hereto the unsecured trade accounts payable to it and its subsidiaries are \$195,141.38 and the unsecured cash advances are \$190,179.47. In addition to the bonds it is secured by pledged or discounted accounts to the extent of \$73,828.18.

Whether or not any facts exist calling for subordination is still open for investigation and decision.

Committee and Other Representations.

Early in the course of this proceeding there was organized a Protective Committee for Unsecured Creditors with Frank W. Stonecipher, Esq. of Pittsburgh, Pa., as its counsel who petitioned the Court that said Committee receive all notices as part of the record which has been done. On several occasions the trustees have met with that committee and its counsel to discuss the business, assets and affairs of debtor and at all times there has been on both side the proffer of every cooperation.

Several individual stockholders represented by A. E. Kountz, Esq. of Messrs. Kountz, Fry, Staley and Meyer, Pittsburgh, Pa., petitioned the Court to receive notices and [fol. 1900] there has been compliance accordingly.

It should be freely stated that counsel and accountants representing the Securities and Exchange Commission have throughout been indefatigable and constantly solicitous for the public interest. They have withheld no effort in regard to the most extensive inquiry, investigation and correspondence. Counsel has been present in Court at and participated actively in various hearings.

Matters for Consideration

Before any operations can be resumed it will be necessary to reline the furnace with fire brick at an estimated cost of \$57,583.33 as shown on Exhibit "A". There should be adequate extension of warehouse facilities, the cost of which might well run from \$100,000.00 to \$300,000.00 according to the ultimate extent thereof. Outright acquisition of the lease-license equipment from Hartford Empire Company will require \$302,589.23 or in the alternative continued leasing of said equipment will require the immediate outlay of \$98,978.25.

So far as the trustees have learned the glass-container industry over the country is set up at a high rate of over productive capacity. The business generally is in a greatly depressed condition and it has come to the attention of the trustees that certain large manufacturers have closed down some of their plants and reduced their operations to a bare minimum. Presently there is no indication of demand which

would to any extent equal or approach the productive capacity existing in this industry.

[fol. 1901] The real problem involved in any suggestion for a plan of reorganization relates to obtaining new money to provide funds necessary for immediate outlay, such as plant rehabilitation, warehouse extension and lease-license equipment as well as to furnish a fair and reasonable amount of working capital.

In submitting these matters for consideration it is not the purpose or intention of the trustees to preclude any suggestion which the parties in interest may care to offer. Serious consideration should be given by all parties in interest to a plan of reorganization and suggestions should be freely made leading to the best possible plan. These suggestions must be forthcoming immediately in view of the December 31, 1948 dead line under the Hartford Empire Company agreement aforesaid.

Joseph H. Bialas, Trustee.

T. F. Ryan, Attorney for Trustees, 2610 Grant Building, Pittsburgh 19, Pa.

[fol. 1902]— United States of America
Western District of Pennsylvania, ss:

I, James H. Wallace, Jr., Clerk of the United States District Court for the Western District of Pennsylvania, do hereby certify that the annexed and foregoing is a true and full copy of the original Report Of Trustee as to Examination Under Sections 21(a) and 167 of the Bankruptcy Act, Report of Special Master, Statement of Investigation by Trustees, Petition, Order of Court, Petition of Joseph H. Bialas, Trustee, To Compromise and Terminate This Reorganization Proceeding, Petition for Allowance of Compensation to Joseph H. Bialas, Trustee, Petition of Disinterested Trustee for Direction as to Form and Manner of Submission of Trustee's Report and Statement Under Section 167(5) of Chapter X of The Bankruptcy Act and Related Matters. In re: In the Matter of Neville Island Glass Company, Inc. In Proceedings for the Reorganization of a corporation—No. 21680, now remaining among the records of the said Court in my office.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of the aforesaid Court at Pittsburgh this Sixth day of April, A.D: 1960.

James H. Wallace, Jr. Clerk. By Robert Marcinowski, Deputy Clerk.

[fol. 1903]

Clerk's Note

Defendants' Exhibit K appears as Government's Exhibit 364, which is printed at p. 917, supra.

[fol. 1904]

DEFENDANTS' EXHIBIT N

S-14A

Estimates

Ammonia	All or substantially all in glass
Antiseptics	All or substantially all in glass in consumer size
Baby Foods	80% glass; 20% cans
Beer and ale	39% cans; 61½% non-return- able glass; balance return- able glass
Brilliantines	All or substantially all in glass in liquid form and some col- lapsible tubes with different formulation.
Catsup	All or substantially all in glass in consumer size—Institu- tional all or substantially all in cans—plastic film or con- tainers for individual serv- ings—very small
Cheese spreads	90% glass; balance aluminum tumblers, plastic tubes and film, collapsible metal tubes, foil, crocks and paper; no cans
Chile sauce	All or substantially all in glass
Cider	All or substantially all in glass
Citrus segments, chilled	All or substantially all in glass
Citrus segments, non-refrigerated	95-100% cans

Coffee, ground	Less than 1% in glass; balance in cans and paper bags
Coffee, soluble	99% glass; 1% cans
Cologne	95-100% glass—some aerosols of glass, metal and plastic
Corn	All or substantially all in cans
Corned beef hash	95% cans
Cosmetic creams	90% glass; 5% plastic; 5% collapsible tubes
Crabmeat	All or substantially all in cans
Cranberry sauce	All or substantially all in cans
Cream, whole	50% glass; 50% paper—no cans
Cured ham	All or substantially all in cans
Distilled spirits	All or substantially all in glass
[fol. 1905] Drugs, ethical in liquid form	All or substantially all in glass
Flavoring extracts.	All or substantially all in glass
Food sauces other than tomato sauce	All or substantially all in glass
Fruit spreads and preserves	More than 95% in glass for home consumption
Green beans	95% cans; 5% glass
Hair lacquer	All or substantially all in metal
Hair tonic	More than 95% in glass
Hominy	All or substantially all in cans
Horse radish	All or substantially all in glass
Juices, concentrated and frozen	All or substantially all in cans
Lard	All or substantially all in cans; a little paper
Lighter fluid	90% cans—10% glass
Lima beans	All or substantially all in cans
Liquid bleach	All or substantially all in glass
Liquid shoe polish	All or substantially all in glass
Lubricating grease	All or substantially all in cans
Luncheon meat	All or substantially all in cans
Machine oil	Substantially all in cans
Maraschino cherries	All or substantially all in glass; in consumer size
Mayonnaise	All or substantially all in glass in consumer size

Milk, whole	55% paper—45% glass
Mineral oil	All or substantially all in glass
[fol. 1906] Motor oil	All or substantially all in cans
Mouth wash	All or substantially all in glass
Mustard, prepared (consumer size)	95% glass—5% plastics
Nail polish	All or substantially all in glass
Nail polish remover	All or substantially all in glass
Olives, green	All or substantially all in glass
Olives, ripe	90-95% cans; balance glass
Paint, oil base (household, interior and exterior)	None in glass
Paint, polyvinyl acetate base (household, interior and exterior)	None in glass
Paint, rubber base (household, interior and exterior)	None in glass
Paste shoe polish	All or substantially all in cans
Peaches	95% cans—5% glass
Peanut butter (consumer size)	90% glass—5% plastic and 5% cans
Pears	95% cans—5% glass
Peas	All or substantially all in cans
Perfume	All or substantially all in glass
Pickles	Over 95% glass for household use—balance between cans and plastic film
Pineapple	All or substantially all in cans
Proprietary medicine in liquid form	95% glass—5% plastics
Prune juice	All or substantially all in glass
Pumpkin	All or substantially all in cans
Relish (consumer size)	All or substantially all in glass
Salad and cooking oils (consumer size)	85% glass; 15% cans
Salad dressings	100% glass for retail
Salmon	All or substantially all in cans
[fol. 1907] Sardines	All or substantially all in cans
Single strength blended orange and grapefruit juice	Over 95% cans

Single strength grapefruit juice	90-95% cans; balance glass
Soft drinks	98½% glass; balance cans (1% is one way bottle)
Solid and semi-solid shortening	All or substantially all in cans
Soup (Liquid form)	All or substantially all in cans
Squash	All or substantially all in cans
Starch (Liquid form)	All or substantially all in glass
Sweet Potatoes	All or substantially all in cans
Syrup, chocolate	95% cans—5% glass
Toilet water	All or substantially all in glass
Tomato juice	Over 95% in cans
Tomato paste	All or substantially all in cans
Tomato puree	All or substantially all in cans
Tomato sauce	All or substantially all in cans
Tomatoes, stewed	All or substantially all in cans
Tomatoes, whole	All or substantially all in cans
Tuna fish	All or substantially all in cans
Vinegar	All or substantially all in glass consumer size
Wax beans	Over 95% cans—balance glass
Wet pack pet foods	90-95% cans; balance glass
Wine	All or substantially all in glass
Writing ink	All or substantially all in glass except refill cartridges

[fol. 1908]

DEFENDANTS' EXHIBIT O

Ammonia
 Antiseptics
 Apple Juice
 Apple Sauce
 Apricots
 Asparagus
 Automobile paste and liquid polish
 Baby Foods
 Baby Oil
 Baked beans
 Beer and Ale

Beets
 Blended fruit juices
 Brake Fluid
 Brilliantines
 Catsup.
 Cheese spreads
 Chili-Con Carne
 Chili Sauce
 Cider
 Citrus segments, chilled
 Citrus segments, non-refrigerated
 Coffee, ground
 Coffee, soluble
 Cologne
 Corn
 Corned beef hash
 Cosmetic creams
 Crabmeat
 Cranberry Sauce
 Cream, whole.
 Cured ham
 Distilled Spirits
 Drugs, Ethical in liquid form
 Drugs, Ethical, in pill or capsule form
 Flavoring extracts
 Floor wax and polish
 Food colorings
 Food sauces other than tomato sauce
 Fruit base drinks
 Fruit cocktail
 Fruits for salad
 Fruit spreads and preserves
 Furniture polish
 [fol. 1909] Green Beans
 Hair lacquer
 Hair tonic
 Hominy
 Honey
 Horse Radish
 Ice Cream
 Industrial chemicals
 Juices, concentrated and frozen

Laboratory chemicals

Lard

Lighter fluid

Lima beans

Liquid bleach

Liquid shoe polish

Lubricating grease

Luncheon meat

Machine oil

Maraschino cherries

Mayonnaise

Meat Stew

Milk, liquid evaporated or condensed

Milk, whole

Mineral oil

Motor oil

Mouth wash

Mushrooms

Mustard, prepared

• Nail polish

Nail polish remover

Olives, green

Olives, ripe

Paint, Artists

Paint, oil base

Paint, polyvinyl acetate base

Paint, rubber base

Paste shoe polish

Peaches

Peanut butter

[fol. 1910] Pears

Peas

Perfume

Pickles

Pigs feet

Pineapple

Pipe tobacco

Pork and Beans

Proprietary Medicine in liquid form

Proprietary Medicine in pill or capsule form

Prune juice

Pumpkin

Radiator anti-freeze
Relish
Salad and cooking oils
Salad dressings
Salmon
Sardines
Shaving cream and lather
Single strength blended orange and grapefruit juice
Single strength grape fruit juice
Single strength grape juice
Single strength orange juice
Soft drinks
Solid and semi-solid shortening
Soup
Spaghetti & Macaroni
Squash
Starch
Sweet Potatoes
Syrup, cane, maple and/or corn
Syrup, chocolate
Toilet water
Tomato juice
Tomato paste
Tomato puree
Tomato sauce
Tomatoes, stewed
Tomatoes, whole
Transmission fluid
Tuna fish
Vinegar
Vitamins
Wave set lotion
Wax beans
Wet pack pet foods
Wine
Writing ink

[fol. 1911]

DEFENDANTS' EXHIBIT P

The Billion Dollar Glass Container Business

Richard L. Cheney, Executive Director of the Glass Container Manufacturers Institute, on a recent visit to the West Coast spoke before meetings of Security Analysts in San Francisco and Los Angeles. The accompanying article liberally quotes from the addresses made by Cheney. For example, note his remarks anent the "cryers of doom" which, at this time, are particularly apropos. He also pointed out that in 1957, for the third straight year, U.S. shipments of new glass containers reached an all-time high, bringing the glass container business into the billion-dollar category for the first time.



GCMI advertisements in leading consumer magazines are reproduced in full color and have ideal potential for classroom use. "The ad that shows a child getting milk from a glass bottle (above) stimulated our food-and-health studies" said a Maryland school teacher. She further added that the fresh pure white of the milk seen through the glass made the children "feel thirsty."

The current recession has not adversely affected the glass container business. In recent speeches before The Security Analysts of San Francisco and Los Angeles, Richard L. Cheney, Executive Director pointed to figures released by the Department of Commerce to prove that point.

Shipments of new glass containers in the first four months of '58 were 6.3 billion units, 2.4% over the figure for the comparable four months in '57. Most of the increase in '58 was in the end-use categories of bottles and jars for soft drinks, food and beer, Cheney noted.

These figures continued the trend of the past several years. In '57 the glass container business became a billion-dollar industry—\$784 million in containers and \$284 million in closures. Last year the industry shipped 20.2 billion new units, said Cheney, or enough to supply every person in the U.S. with 118 bottles and jars.

For those who see "doomsday" approaching as new competition comes along, the following remarks by Cheney seem quite pertinent:

"Because of the ancient history associated with glass containers, people have tended to 'kill-off' this business every time a new competitor of glass has come along. And there have been several! We can only say with Mark Twain that 'reports of our death have been grossly exaggerated'.

"Let's go back to about 1939 when the paper milk carton was introduced on a volume basis in supermarkets. 'This is the beginning of the end,' many people gloomily predicted in speaking of the faithful old milk bottle. But was it? How many had milk delivered at their door this morning in paper cartons? Probably very few, because home delivery is 90% in glass. In point of fact, we are selling today just as many milk bottles as we did in 1939, and our market studies in leading cities indicate that glass is even returning to supermarkets!

"Next the beer can came along. Again many people read what they thought was very plain handwriting on the wall. Beer bottles, they said, were finished. Shortly thereafter, however, we were able to develop the economies of quart beer bottles as well as the no-deposit, no-return beer bottles—with the result that today 65% of packaged beer is bottled in glass, and we are selling five times as many beer bottles as we were twenty years ago when the beer can was introduced. This, of course, is by reason of the growing use of

the disposable no-deposit bottle in place of the returnable bottle which averages 21 trips.

"The post-war boom in plastics, however, had the grave-diggers busy again. 'Plastics will make glass obsolete' they warned. Yet in the packaging of cosmetics—where plastics (largely squeezable containers) have had great growth—glass containers are currently enjoying their fastest rate of growth.

"Despite everything, the fact of the case is that this year—1958—the glass container business is steadily growing and constitutes an important part of America's dynamic packaging industry."

Cheney also made the following interesting comment on the historical developments of the glass container industry in California:

"In California, the history of bottle-making goes back to 1890 when the Abramson-Heunisch Co. established the State's first glass container plant in San Francisco. Prior to that, Abramson-Heunisch bought bottles from Eastern makers, reselling them to local packers and bottlers. The high cost of shipping bottles, coupled with increasing demand, led Abramson-Heunisch to open California's first glass container factory.

"In those early days there was a scarcity of the raw materials from which glass is made. Silica deposits had not as yet been developed, and it was necessary to bring soda ash in by ship, first around Cape Horn, and later through the Panama Canal.

"Shortly after 1900, the Illinois Glass Co. bought an interest in California's pioneer glass container plant, and the name was changed to Illinois-Pacific Glass Co. While one or two other companies came and went around the turn of the century, it was not until about 1920 that bottle-making really got underway in California and gave any indication of its present size and stability."

Today, with 13 of the 15 important manufacturing units on the West Coast, California has more glass container plants than any other state except one, and accounts for a sizable portion of the total output of glass containers."

GCM

M R & P DIV.

#354—8/11/58

[fol. 1912]

DEFENDANTS' EXHIBIT V

This Inquiry is Authorized by Act of Congress (13 U.S.C.
181) Which Requires that You Fill Report.

Budget Bureau No. 41-R7 11.9
Approval Expires January 31, 1959

Form M34D
(1-15-57)
(Formerly M75D)

U.S. Department of Commerce
Bureau of the Census

(Please correct if name or address has changed)
Form M34D (Formerly M75D)

Metal Cans

To: Bureau of the Census, Washington 25, D.C.
Attn: Industry Division

Retain This File Copy

Instructions

I—Mailing

This form is to be used in reporting metal can shipments covering each month of 1957. The report will be due within 15 days following the end of each month. It will be mailed back to you each month for the preceding month's figures. Return this form in the enclosed envelope which requires no postage. For your record, post each month's figures on the file copy which was sent to you with the initial mailing.

II—Who Should Report

All manufacturers of metal cans should submit reports, including those producing for their own use as well as those producing for sale to the trade. A manufacturer producing metal cans for use by plants of an affiliate, subsidiary or parent company should report transfers of metal cans from the producing plant to the consuming plant as "own use" shipments. A manufacturer with more than one plant producing cans should submit separate reports for each of his plants.

If you ship cans exclusively for your own use as defined above, check the box below marked "For own use" and complete your report. If you ship cans exclusively for sale to the trade, check the box marked "For sale" and complete your report. If you ship cans both for own use and for sale, make out two separate reports, one showing ship-

ments for own use, the other shipments for sale. The appropriate box, viz. "For own use" or "For sale," should be marked on each of these reports.

III—What to Report

Shipments should be reported by the type of product packed in terms of the base boxes of steel consumed in the manufacture of cans. In all cases, the company actually manufacturing the cans should report its total shipments, including those made to other can manufacturers. Can manufacturing companies purchasing cans from other manufacturers should exclude from their reports the cans which they purchase and should limit their figures to shipments of cans of their own manufacture. Separate figures should be submitted for shipments for your own use and shipments to the trade.

IV—Metal Cans Defined

Metal cans covered by this report are defined as single-walled containers constructed wholly of tin plate, terneplate, black plate, or waste plate designed for packing products. This term includes all pails and drums manufactured from steel sheets of 29 gauge or lighter but does not include those produced from steel sheets of heavier than 29 gauge. Also excluded from the scope of the definition are ice cream cans and fluid milk shipping containers.

☐ For own use

☐ For sale

Remarks—Explain in this section, indicating the month and column number, any changes in the types of cans shipped and confirm any exceptional month-to-month shifts in production.

Name and address of person who should be contacted if questions arise regarding this report.

Telephone No.

To: Bureau of the Census, Washington 25, D.C.
Attn: Industry Division

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Name and address of person who should be contacted if questions arise regarding this report.

Telephone No.

Certification—The undersigned certifies that the information contained in this report is correct and complete to the best of his knowledge and belief.

Signature of authorized official

Name of company

Title

Date

Address of company

This inquiry is authorized by law. Your report is accorded confidential treatment, subject to the provisions of law. Your Census report cannot be used for purposes of taxation, investigation or regulation.

Fill in form on reverse side

Comm-DC 47844

[fol. 1913]

Company or Plant Identification No.

State Code

☐ For own use☐ For sale

Metal Cans Shipments During 1957, by Month
 (Report in base boxes of steel consumed in the manufacture of cans)

Month	Fruit and vegetable cans (Including juice cans)	Evapo-rated milk and condensed milk cans	Other dairy products cans	Meat cans (Including poultry cans)	Fish and seafood cans	Coffee cans	Lard and shortening cans	Soft drink cans for car-bonated beverages	Soft drink cans for non-car-bonated beverages ¹	Beer cans	Pet food cans	Oil cans (Open top 1-quart and 5-quart)	All other food cans (Including soup and baby food cans)	All other non-food cans	Total
	1	2	4	5	6	7	8	14	15	10	11	12	9	13	
1957															
January															
February															
March															
Census use															
April															
May															
June															
Census use															
July															
August															
September															
Census use															
October															
November															
December															
Census use															
Census use															

¹ Include cans for still drinks sold as soft drinks.

[fol. 1914]

DEFENDANTS' EXHIBIT X

Interrogatory 6.

6. (a) Give the names and addresses and the sales volume, in dollars and in units, for each of the years 1953 to 1956, inclusive, of the manufacturers of metal cans which are claimed to be the largest such manufacturer and the third largest such manufacturer, respectively, in the United States. (paragraph 8)

(b) Give the total sales, in dollars and in units, of metal cans sold in the United States for each of the years 1953 to 1956, inclusive. (paragraph 8)

[fol. 1915] Answer to Interrogatory No. 6 (b).

6. (b) The total sales in dollars and in units of metal cans sold in the United States for each of the years 1953 to 1956, inclusive:

	Dollars	Units
1953	N.A.	N.A.
1954	\$1,292,570,000 (a)	N.A.
1955	1,387,262,000 (a)	39,190,151,000 (b)
1956	1,540,000,000 (a)	41,826,721,000 (b)

N.A.—Not available.

(a) These totals are value of shipments based upon the Annual Surveys of Manufacturers published by the Bureau of the Census, Department of Commerce.

(b) Steel consumption converted into the number of #2 cans which might have been produced from the amount of steel consumed. These figures were estimated and published by the Can Manufacturers Institute, Inc. and the plaintiff has no way of verifying their accuracy.